

**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 9th, 2022

Item 3 News Release

The news release, dated February 9th, 2022, was disseminated through Accesswire.

Item 4 Summary of Material Change

EMPOWER CLINICS LAUNCHES NEW TESTING SITES IN DALLAS, TEXAS

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 – has announced the launch of four new testing locations across Dallas from subsidiary Kai Medical Laboratory LLC. (“Kai Medical”).

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 9, 2022

EMPOWER CLINICS LAUNCHES NEW TESTING SITES IN DALLAS, TEXAS

Empower's subsidiary, Kai Medical Laboratory, commences testing at four Dallas, TX area locations generating significant increases in specimen processing and revenue potential

DALLAS, TX: February 9, 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 – has announced the launch of four new testing locations across Dallas from subsidiary Kai Medical Laboratory LLC. ("Kai Medical")

The new testing sites offer both RT-PCR and Rapid Antigen tests, and are located across Dallas, Denton, and Collin Counties that represent a significant portion of the nearly 8 million population of the Dallas Metroplex. The locations are open seven days per week, and will begin seeing patients on February 14, 2022.

"Testing is critical to keeping people safe and businesses open, and the new sites help ensure that testing is widely accessible," said Steven McAuley, Chairman and CEO of Empower. "The new sites, located in accessible community locations, will ensure that more people in the Dallas area have convenient access to this key healthcare service."

Kai Medical is approved to process a variety of medical billing in the U.S. including medicare, medicade and CARES Act billing, providing access to testing services for both insured and uninsured patients.

"Kai Medical is proud to provide reliable, compliant, high-complexity laboratory COVID-19 and Influenza A/B testing solutions to the Dallas-Fort Worth metroplex," stated Yoshi Tyler, President, Kai Medical.

The testing sites are located at the following four locations:

1. CityLine Business Centre
2050 N. Plano Rd
Ste 700
Richardson, TX 75082
M-Sat: 7:00am to 7:00pm
Sunday: 1:00pm to 6:00pm
2. New Beginnings Church
1569 W. Main St.
Lewisville, TX 75067
M-Sat: 7:00am to 7:00pm
Sunday: 1:00pm to 6:00pm
3. Trinity Basin Preparatory
2524 W. Ledbetter Dr.
Dallas, TX 75233
M-Sat: 7:00am to 7:00pm
Sunday: 1:00pm to 6:00pm

4. Cross Church
1100 Dallas Drive
Ste 106
Denton, TX 76205
M-Sat: 7:00am to 7:00pm
Sunday: 1:00pm to 6:00pm

“Empower and its wholly owned companies share the vision of a world where all people have access to an integrated healthcare experience.” said Steven McAuley, CEO. “Kai Medical contributes to this goal by performing premium services from our high complexity COLA and CLIA-accredited laboratory, and now has expanded its reach with the addition of new testing sites.”

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 launch of other testing sites in Dallas, TX; and the ability for Kai Medical Laboratory to process specimens. 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.