

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

March 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 OPENS FLAGSHIP LOCATION AND 8th CLINIC IN GREATER TORONTO AREA

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 flagship The Medi-Collective (“TMC”) clinic location in Etobicoke, Ontario. The clinic marks the 8th clinic owned by Empower and the 6th clinic branded under the TMC brand. 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

March 9, 2022

EMPOWER CLINICS OPENS FLAGSHIP LOCATION AND 8th CLINIC IN GREATER TORONTO AREA

The Clinic serves as a hub for tele-dermatology and will provide primary healthcare alongside chiropractic and physiotherapy solutions.

VANCOUVER, BC: March 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 – is pleased to open its flagship The Medi-Collective ("TMC") clinic location in Etobicoke, Ontario. The clinic marks the 8th clinic owned by Empower and the 6th clinic branded under the TMC brand. As of today, the clinic is accepting new patients.

Co-located with an independent pharmacy business, the new 3500 square foot flagship Etobicoke clinic will offer family medicine and serve as a hub for teledermatology in partnership with MedX Health Corp (MDX.V) and paramedical services such as chiropractor and physiotherapy. There are currently four family doctors on staff with plans to hire general practice and specialist physicians to accommodate additional services in the coming months.

"Today marks an important milestone in patient service as we have now opened our flagship clinic in Ontario to serve Canada's most populous city and province, expanding specialist service offerings to new patients," said Steven McAuley, Chairman and CEO of Empower. "The new clinic and its hub and spoke model of supporting our other clinics is the execution of our vision to offer convenient integrated healthcare experience solutions in partnership with pharmacies."

"I am thrilled to announce and lead my first and our team's 6th clinic as part of The Medi-Collective brand," said Carolyn Shields, Senior Vice-President of Operations at TMC. "With 8 clinics under the Empower brand, I see the recognition of TMC's growth as an emerging healthcare clinic group in Ontario with a clear pathway to become a leader. It's an exciting time for my personal growth too now in my third decade of medical clinic operations".

Today's announcement is the latest in a series of clinic openings and follows the recent opening of a TMC Clinic in London, Ontario, which opened its doors on January 4.

TMC Clinic Pipeline Update

- Operational – 8
- In Development & Construction – 4
- In Acquisition – 8

TMC Lakeshore Clinic

- Address: 3590 Lakeshore Blvd W, Etobicoke, ON, M8W 1N6
- Phone: +4167507391
- Email: 3590lakeshore@themedicollective.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

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 Medi Collective clinics; 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.