

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 7, 2022

Item 3 News Release

The news release, dated December 7, 2022, was disseminated through ACCESSWIRE.

Item 4 Summary of Material Change

Empower Clinics announces partnership with Specialty Networks of North America to serve underserved communities across U.S.

Empower Clinics Inc. today announced that it signed a Letter of Intent (LOI) with Specialty Network of North America Inc. (SNNA) to launch a healthcare network whose mission is to bring access to quality and affordable specialty healthcare to underserved communities across the US.

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: 1-855-855-9058

Item 9 Date of Report

December 7, 2022

Empower Clinics announces partnership with Specialty Networks of North America to serve underserved communities across U.S.

Partnership has mission to bring access to quality and affordable specialty healthcare to disadvantaged patients

VANCOUVER, B.C.: December 7, 2022– EMPOWER CLINICS INC (CSE:EPW)(OTCQB:EPWCF) ("Empower" or the "Company") an integrated healthcare company - serving patients through medical centers, a medical device company and a high complexity medical diagnostics laboratory – today announced that it signed a Letter of Intent (LOI) with Specialty Network of North America Inc. (SNNA) to launch a healthcare network whose mission is to bring access to quality and affordable specialty healthcare to underserved communities across the US.

Tens of millions of people are living in areas of the U.S. with insufficient basic healthcare. 65 million people live in regions without adequate primary care designated by the US federal government. According to the US Census Bureau in 2021, 8.3 percent of people, or 27.2 million, did not have health insurance at any point during the year. Surveys also show that more than two of five or 43% of working-age US adults are inadequately insured. Almost 70 million Americans are either uninsured or underinsured.

Alexis Wukich, CEO of SNNA stated, "The partnership between SNNA and Empower Clinics will enable us to provide quality, specialty care services to underserved communities throughout the United States. Our model will enable us to scale our processes and protocols so that we can expand our programs quickly, from both a geographic and services perspective." Ms. Wukich further states, "We recognize Empower is a leader in integrated healthcare and diagnostic solutions in the United States and Canada, and we expect to leverage the brand and assets of Empower to accelerate our business and growth model."

SNNA intends to:

- Launch an initial pilot to offer specialty cardiology screening services to underserved communities anticipated to be located in Pittsburgh, PA for Q1 2023.
- Utilize Empower's diagnostics division Medisure Laboratory to complete diagnostic screening services and processing of laboratory panels and tests.
- Launch a second pilot of specialty cardiology screening services to underserved communities anticipated to be located in Dallas, TX for first half of 2023.
- Explore the addition of other specialty screening services for its pilots such as dermatology screening utilizing state-of-the-art dermatology scanners, virtual care and telemedicine services.

"High quality and affordable healthcare is one of the biggest challenges facing the U.S. and it's also an area where Empower Clinics' integrated healthcare solutions can make a huge difference," stated Steven McAuley, Chairman and CEO of Empower Clinics "Combining our clinic, diagnostics and at-home testing experience with SNNA's experience and talent in the U.S. will create exciting solutions for underserved patients across the U.S. Working together, Empower and SSNA can help make healthcare services more accessible and cost efficient while improving patient care. Improving the quality of healthcare through innovative collaboration is a core goal of Empower Clinics. We will continue to create such partnerships that are both transformative for patients and immediately accretive to our business."

The details of the partnership and its investment structure will be finalized in a definitive agreement to be completed in early 2023. It is anticipated that up to two other strategic investors may participate in the investment of this initiative.

The Company also announces that it has issued an aggregate of 1,450,000 stock options ("Options") to directors, officers and consultants. Each Option is exercisable to acquire one common share of the Company at a price of \$0.04 for a period of 5 years from grant. Certain Options are fully vested on issuance with other Options subject to vesting periods over the course of the term of the Options.

ABOUT SPECIALTY NETWORK OF NORTH AMERICA

<https://specnethealth.com/>

We are a healthcare network whose mission it is to bring access to quality and affordable specialty healthcare to underserved communities across the US.

We aim to facilitate the effective and timely delivery of that care by creating and deploying a collaborative network of strategic partnerships including: clinics, telemedicine and insurance providers.

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: that the Company will sign a definitive agreement with SNNA; that the Company and SNNA will be able to launch an initial pilot to offer specialty cardiology screening services to underserved communities in the Philadelphia, PA area; that SNNA will utilize Empower's diagnostics division Medisure Laboratory to complete diagnostic screening services and processing of laboratory panels and tests; that Company and SNNA will launch a second pilot to offering specialty cardiology screening services to underserved communities in the Dallas, TX area; that the Company may secure the investment of two other strategic investors; and that the Company and SNNA may add other specialty screening services such as dermatology screening, virtual care and telemedicine services. 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 at all or on the expected timeline; the timing and ability of the Company to 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; the timing and ability of SNNA to utilize Empower's diagnostics division Medisure Laboratory to complete diagnostic screening services and processing of laboratory panels and tests; the timing and ability of the Company and SNNA to develop future products and services; 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.