

**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

January 11, 2023

Item 3 News Release

The news release, dated January 11, 2023 was disseminated through Accesswire.

Item 4 Summary of Material Change

Empower Clinics Inc. announced today that it is consolidating three of its The Medi-Collective (“TMC”) medical clinics with resources to be focused into its flagship Etobicoke - 3590 Lakeshore Blvd West - integrated medical clinic.

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

January 11, 2023

Empower Clinics To Consolidate Operations At The Medi-Collective

Focus on its flagship Etobicoke location and rehabilitation facilities allows optimization of revenues and operations for future expansion

VANCOUVER, B.C.: January 11, 2023 – 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 is consolidating three of its The Medi-Collective ("TMC") medical clinics with resources to be focused into its flagship Etobicoke - 3590 Lakeshore Blvd West - integrated medical clinic.

The three affected clinics are in London and Kitchener, Ontario as well as 440 Brown's Line in Etobicoke, Ontario. These clinics will cease operations under the TMC brand in the Company's first quarter of 2023.

Integrated healthcare services at the flagship Etobicoke medical clinic includes the following multidisciplinary care:

- Family medicine
- Internal medicine
- Dermatology
- Cardiology
- Allied Health Services

"This is an important strategic decision to consolidate three under-performing clinics into our flagship Etobicoke clinic. This move will not only generate significant cost savings, but it frankly allows us – in face of the economic headwinds - to reset the revenue, operational, cash flow and talent plan for 2023 and beyond for The Medi-Collective", stated Steven McAuley, Chairman and CEO of Empower Clinics. "The recruitment and retention of physicians remains a challenge across Canada. Nevertheless, our flagship TMC clinic in Etobicoke has an impressive core team of medical professionals and will continue to offer high quality and convenient integrated healthcare to patients."

As part of the restructuring of TMC, Dr. Aviv Tsimerman assumes the role of General Manager of TMC. Carolyn Shields is no longer serving as Senior Vice-President, Operations and has moved on from TMC. Empower thanks her for her contributions and wish her well for her future endeavors. Headcount reductions plus a reduction in facility carrying costs has taken place and the Company is already experiencing significant improvements in cash flow as a result.

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 with multi-disciplinary clinics, an at-home medical testing device company and state-of-the-art medical diagnostics laboratories. With a growing presence in the U.S. and Canada. Empower is a leader in integrated healthcare and diagnostics solutions and is reshaping the model for patient-first wellness.

ON BEHALF OF THE BOARD OF DIRECTORS:

Steven McAuley
Chief Executive Officer

CONTACTS:

Media:
Steven McAuley CEO
s.mcauley@empowerclinics.com
+1 855-855-9058

Investors:
Tamara Mason
Business Development & Communications
t.mason@empowerclinics.com
+1 855-855-9058

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 this move will generate significant cost savings; that the flagship TMC clinic in Etobicoke will continue to offer high quality and convenient integrated healthcare to patients. 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: 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.