



EMPOWER
CLINICS

Empower Clinics Announces Private Placement of Convertible Debentures

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VANCOUVER, March 4, 2019 /CNW/ - **EMPOWER CLINICS INC.** (CSE: EPW) (Frankfurt 8EC) ("**Empower**" or the "**Company**") today announces it will be conducting a non-brokered private placement (the "**Financing**") of unsecured convertible debentures (each, a "**Debenture**") in the aggregate principal amount of up to \$1,500,000. Each Debenture will be convertible into units of the Company (each, a "**Unit**") at a conversion price of \$0.15 per Unit, with each Unit to consist of one common share in the capital of the Company (each, a "**Share**") and one non-transferable share purchase warrant (each, a "**Warrant**"). Each Warrant will entitle the holder to purchase one Share at a price of \$0.20 per Share for a period of two years from the closing of the Financing (the "**Closing**"), subject to acceleration in the event that the closing price of the Shares on the Canadian Securities Exchange (the "**CSE**"), or such other stock exchange as the Shares are then principally traded, is greater than \$0.40 per Share for at least 10 consecutive trading days.

The Debentures will mature 12 months from the Closing and bear interest at the rate of 6% per annum, payable at maturity. The accrued interest will be convertible into Shares at a conversion price equal to the greater of \$0.15 per Share and (ii) the market price of the Shares on the date of any applicable conversion.

All of the securities issued in connection with the Financing will be subject to a hold period of four months and one day from the Closing under applicable Canadian securities laws. Completion of the Financing is subject to the consent of the CSE. The proceeds of the Financing are expected to be used for general working capital.

None of the securities to be issued in connection with the Financing will be registered under the United States *Securities Act of 1933*, as amended (the "**1933 Act**"), or applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. Persons" (as such term is defined in Regulation S under the 1933 Act), absent registration or an applicable exemption from such registration requirements.

ABOUT EMPOWER

Empower is a leading owner/operator of a network of physician-staffed clinics focused on helping patients improve and protect their health through innovative uses of medical cannabis. Treatment solutions are focused on education, data and efficacy in combination with other modalities to support patients with serious qualifying conditions, such as chronic pain, PTSD, sleep disorders, opioid dependency, epilepsy and more. It is expected that Empower's proprietary product line "Sollievo" will offer patients a variety of delivery methods of doctor recommended cannabidiol (CBD) based product options in its clinics, online and at major retailers. With over 120,000 patients, an expanding clinic footprint, a focus on new technologies, including tele-medicine and an expanded product development strategy, Empower is undertaking new growth initiatives to be positioned as a vertically integrated diverse market-leading service provider for complex patient requirements in 2019 and beyond.

ON BEHALF OF THE BOARD OF DIRECTORS:

Steven McAuley
Chief Executive Officer

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, but are not limited to, statements regarding the expected terms of the Financing and the use of proceeds thereof. Such statements are only projections, 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 complete the Financing on the terms expected or at all; that the Company may deem it necessary to allocate the proceeds of the Financing other than as provided herein; 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 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 laws.

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For further information: Investors: Steve Low, Boom Capital Markets, steve@boomcapitalmarkets.com, 647-620-5101; Investors: Steven McAuley, CEO, s.mcauley@empowerclinics.com, 604-789-2146

CO: Empower Clinics Inc.

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