



EMPOWER
CLINICS

Empower Announces Share Issuances and Stock Option Grants

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VANCOUVER, June 17, 2019 /CNW/ - **EMPOWER CLINICS INC. (CSE: CBDT)** ("**Empower**" or the "**Company**") today announced that it has granted, effective June 17, 2019, an aggregate of 7,700,000 stock options (each, an "**Option**") to certain directors, officers, employees and consultants of the Company in accordance with the Company's stock option plan, of which an aggregate of 7,300,000 Options were granted to directors and officers and 400,000 Options were granted to consultants. Each Option is exercisable into one common share in the capital of the Company (each, a "**Share**") at a price of \$0.14 per Share, being the closing price of the Shares on the Canadian Securities Exchange on the closing price on the date of grant and the trading date before the date of grant for a period of five years from the date of grant for 7,000,000 of the Options and a period of three years from the date of grant for 700,000 of the Options. 7,400,000 of the Options will vest immediately. 300,000 of the Options will vest in one year from the date of grant. The Shares will be subject to a hold period of four months commencing on the date of grant of the Options.

The Company also announces today that it has granted 7,400,000 bonus shares (each a "**Bonus Share**") in the capital of the Company to certain directors, officers, employees, and consultants of the Company. 2,000,000 of the Bonus Shares will vest immediately. 5,400,000 of the Bonus Shares will be subject to a three-year vesting period from the date of grant, with 11.11% vesting every three months from the date of grant. The Bonus Shares were issued in lieu of a signing bonus and the achievement of significant performance milestones year-to-date, as approved by the Board. The Bonus Shares will be subject to a hold period of four months commencing on the date of grant of the Bonus Shares.

As related parties of the Company were issued securities, it is deemed to be a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61- 101**"). The Company is relying on the exemptions from the formal valuation and minority approval requirements contained in Sections 5.5(a) and 5.7(1)(a) of MI 61- 101, on the basis that the fair market value of the transaction does not exceed 25% of the Company's market capitalization.

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. 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

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