

Empower Clinics Announces Proposed Private Placement

VANCOUVER BC: June 23, 2023 – EMPOWER CLINICS INC. (CSE:EPW)(OTC PINK:EPWCF) (“Empower” or the “Company”) is pleased to announce that it intends to complete a non-brokered private placement offering of up to 7,500,000 units (“Units”) at a price of \$0.04 per Unit for gross proceeds of up to \$300,000 (the “Private Placement”). Each Unit is comprised of one Common Share and one Warrant which will be exercisable into one (1) Common Share of the Company (each a “Warrant Share”). Each Warrant will have a term of two (2) years and will entitle the holder to purchase one (1) Warrant Share at a price of \$0.05 per share following the closing date.

The Common Shares and Warrants comprising the Units will be subject to a four-month and one day hold period in accordance with the policies of the CSE and applicable securities legislation.

The Company intends to use net proceeds of the Private Placement for working capital requirements and development of its research and clinical trials initiatives.

The Company will pay a finder’s fee to qualified finders who assist in selling the Units, in cash or securities or a combination of both, as permitted by CSE policy and applicable securities laws.

The Private Placement is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including approval from the Canadian Securities Exchange.

ABOUT EMPOWER

Empower is an integrated healthcare company with multi-disciplinary clinics, a Canadian medical device company and has launched its first clinical research site becoming a Site Management Organization (SMO). Empower is a leader in integrated healthcare and research 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 the expected effective and record dates of the Consolidation and the number of Shares expected to be outstanding following completion of the Consolidation. 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 Consolidation may not be effective on the date expected, 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 securities laws.

THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN ANY JURISDICTION, NOR SHALL THERE BE ANY OFFER, SALE, OR SOLICITATION OF SECURITIES IN ANY STATE IN THE UNITED STATES IN WHICH SUCH OFFER, SALE, OR SOLICITATION WOULD BE UNLAWFUL.