

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”)
Suite 414, 420 Lexington Avenue
New York, NY 10170
U.S.A.

Item 2. Date of Material Change

November 14, 2017 and November 21, 2017

Item 3. News Release

News releases dated November 15, 2017 and November 21, 2017 were disseminated via Marketwired and filed on SEDAR.

Item 4. Summary of Material Change

Brokered Prospectus Offering

On November 14, 2017, the Ontario Securities Commission issued a receipt for the Company’s final short form prospectus dated November 14, 2017 (the “**Prospectus**”) in connection with the “best efforts” public offering of common shares of the Company (the “**Common Shares**”) at a price of \$1.70 per Common Share (the “**Offering**”), to be conducted through a syndicate of agents led by through a syndicate of agents led by Canaccord Genuity Corp. and including Beacon Securities Limited, Cormark Securities Inc., Echelon Wealth Partners Inc., and Haywood Securities Inc. (collectively, the “**Agents**”). The Prospectus was filed with the securities regulatory authorities in all provinces of Canada, except Québec, and is available under the Company’s SEDAR profile at www.sedar.com.

The Offering was completed on November 21, 2017 wherein an aggregate 7,072,500 Common Shares were sold, for aggregate gross proceeds to the Company of \$12,023,250. The number of Common Shares sold under the Offering included an aggregate of 922,500 Common Shares offered and sold pursuant to an over-allotment option granted to the Agents that was exercised in full on closing.

Non-brokered Private Placement

Concurrent with the closing of the Offering, the Company completed the first tranche of its previously announced non-brokered private placement of up to 2,705,882 Common Shares at the Offering Price for aggregate gross proceeds of up to \$ 4,600,000 (the “**Private Placement**”). The Company issued and sold an aggregate of 2,195,914 Common Shares for aggregate gross proceeds to iAnthus of approximately \$3,733,000. The Company expects to close a second, and final, tranche of the Private Placement on or before November 24, 2017 to raise further proceeds of approximately \$867,000.

The Company intends to use the net proceeds from the Offering and the Private Placement for acquisition financing, other capital projects and general corporate purposes.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See attached news releases for full description of the Offering and the Private Placement.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Julius Kalcevich, Chief Financial Officer
Telephone: 647-705-5544.

Item 9. Date of Report

November 23, 2017.



iAnthus Obtains Receipt for Final Prospectus and Announces Results of Annual and Special Shareholder Meeting

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

NEW YORK, NY and TORONTO, ON – November 15, 2017 – iAnthus Capital Holdings, Inc. (“iAnthus” or “the Company”), (CSE: IAN, OTCQB: ITHUF), which owns, operates, and partners with licensed cannabis operations throughout the United States, is pleased to announce that it has received a receipt for its (final) short form prospectus dated November 14, 2017 (the “Final Prospectus”) in connection with a proposed “best efforts” public offering of up to 6,150,000 common shares of the Company at a price of \$1.70 per common share (the “Offering”). The Final Prospectus was filed with the securities regulatory authorities in all provinces of Canada, except Québec, and is available under the Company’s SEDAR profile at www.sedar.com.

The Offering is being conducted through a syndicate of agents led by Canaccord Genuity Corp. and including Beacon Securities Limited, Cormark Securities Inc., Echelon Wealth Partners Inc., and Haywood Securities Inc. (collectively, the “Agents”). The Company has granted the Agents an option, exercisable for a period of 30 days following the closing of the Offering, to arrange for the sale of up to an additional 15% of the common shares sold under the Offering for market stabilization purposes.

The Company expects to close the Offering on or around November 21, 2017. The Offering is subject to customary closing conditions, including regulatory approvals. The Company is proposing to use the net proceeds of the Offering for acquisition financing, other capital projects and general corporate purposes.

The securities being offered have not been, nor will they be, registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

Annual and Special Meeting of Shareholders

The Company also announces the results of its 2017 Annual and Special Meeting of shareholders (the “Meeting”) held on November 14, 2017.

All director nominees listed in the information circular for the Meeting were elected as directors of iAnthus.

At the Meeting, iAnthus shareholders also: (i) re-appointed BDO Canada LLP, Chartered Professional Accountants, as auditors of the Company, (ii) approved the iAnthus Class A Share Option Plan, and (iii)

authorized and approved an alteration of the Articles of the Company, all as more particular described in the information circular for the Meeting.

About iAnthus Capital Holdings, Inc.

iAnthus Capital Holdings, Inc. provides investors diversified exposure to best-in-class licensed cannabis cultivators, processors and dispensaries throughout the United States. Founded by entrepreneurs with decades of experience in operations, investment banking, corporate finance, law and healthcare services, iAnthus provides a unique combination of capital and hands-on operating and management expertise. The Company harnesses these skills to support operations across five states. For more information, visit www.iAnthuscapital.com.

Forward Looking Statements

Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in iAnthus' periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should," and similar expressions, are forward-looking statements.

Forward-looking statements may include, without limitation, statements relating to the proposed Offering, the proposed use of proceeds of the Offering, the proposed closing date of the Offering, and other statements of fact.

Although iAnthus has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: dependence on obtaining regulatory approvals; investing in target companies or projects which have limited or no operating history and are engaged in activities currently considered illegal under U.S. Federal laws; change in laws; limited operating history; reliance on management; requirements for additional financing; competition; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry and; regulatory or political change.

There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. iAnthus disclaims any intention or obligation to update or revise such information, except as required by applicable law, and iAnthus does not assume any liability for disclosure relating to any other company mentioned herein.

The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.

CONTACT INFORMATION

Corporate:

Julius Kalcevich

Chief Financial Officer

iAnthus Capital Holdings, Inc.

646-518-9418

Investors@iAnthusCapital.com

U.S. Investors:

Phil Carlson / Elizabeth Barker

KCSA Strategic Communications

iAnthus@KCSA.com

Canadian Investors:

Nicole Marchand

Nicole Marchand Investor Relations

Nicole@nm-ir.com

Media:

Robert Vanisko

North 6th Agency

212-334-9753 ext.112

iAnthus@n6a.com

NEWS RELEASE

FOR IMMEDIATE RELEASE



iAnthus Announces Closing of \$12 Million Offering and \$3.7 Million Non-Brokered Private Placement

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

Toronto, ONTARIO, and New York, NEW YORK, November 21, 2017 -- iAnthus Capital Holdings, Inc., (CSE: IAN) ("iAnthus" or the "Company"), is pleased to announce that it closed its previously announced offering of 7,072,500 common shares of the Company (the "Common Shares") at a price of \$1.70 per Common Share (the "Offering Price") for aggregate gross proceeds to the Company of \$12,023,250 (the "Offering"). The Offering was completed by a syndicate of agents led by Canaccord Genuity Corp., as lead agent and bookrunner, and including Beacon Securities Limited, Cormark Securities Inc., Echelon Wealth Partners Inc. and Haywood Securities Inc. (together, the "Agents"). The number of Common Shares sold by iAnthus included an aggregate of 922,500 Common Shares offered and sold pursuant to an over-allotment option granted to the Agents that was exercised in full on closing.

The Common Shares in the Offering were offered and sold by way of a short form prospectus filed in each of the provinces of Canada, excluding the province of Québec.

The Company also announces the closing of the first tranche of its previously announced non-brokered private placement of up to 2,705,882 Common Shares at the Offering Price for aggregate gross proceeds of up to \$ 4,600,000 (the "Private Placement"). At the first closing completed today, the Company issued and sold an aggregate of 2,195,914 Common Shares for aggregate gross proceeds to iAnthus of approximately \$3,733,000. The Agents are not involved, directly or indirectly, in the offer and sale of the Common Shares issued and sold by the Company pursuant to the Private Placement. The Company expects to close a second, and final, tranche of the Private Placement on or before November 24, 2017 to raise further proceeds of approximately \$867,000.

The Common Shares issued pursuant to the first tranche of the Private Placement are subject to a statutory hold period lasting until March 22, 2018. The Common Shares to be issued in the second tranche of the Private Placement will be subject to a statutory hold period of four months and a day from the date of issuance.

"iAnthus has consistently been at the vanguard of the U.S. cannabis industry," said Hadley Ford, Chief Executive Officer of iAnthus. "iAnthus had its first day of trading on September 7, 2016 as the first Canadian publicly listed company focused exclusively on U.S. licensed cannabis operators. In November 2016, iAnthus was the first Canadian Securities Exchange

listed issuer to close a bought deal short form prospectus offering, and iAnthus is now the first Canadian Securities Exchange listed issuer with a broad portfolio of U.S. cannabis assets to receive a final prospectus receipt from the Ontario Securities Commission following the publication of Canadian Securities Administrators' Staff Notice 51-352 – *Issuers with U.S. Marijuana-Related Activities*. We believe that the final prospectus receipt highlights our ability to work with regulators across multiple jurisdictions. We also applaud the Canadian Securities Administrators for providing regulatory guidelines and disclosure expectations that will serve both investors and issuers active in this industry."

One director of the Company participated in the Offering and acquired 36,000 Common Shares. Another director of the Company participated in the Private Placement and acquired 111,008 Common Shares. Such participation constituted a "related party transaction" within Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The issuance to the insiders is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the Common Shares issued to, or the consideration paid by such persons, did not exceed 25% of the Company's market capitalization.

The Company intends to use the net proceeds from the Offering and the Private Placement for acquisition financing, other capital projects and general corporate purposes.

The securities issued pursuant to the Offering and the Private Placement have not been, and will not be, registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

About iAnthus Capital Holdings

iAnthus Capital Holdings, Inc. provides investors diversified exposure to best-in-class licensed cannabis cultivators, processors and dispensaries throughout the United States. Founded by entrepreneurs with decades of experience in operations, investment banking, corporate finance, law and health care services, iAnthus provides a unique combination of capital and hands-on operating and management expertise. The Company harnesses these skills to support operations across five states. For more information, visit www.iAnthusCapital.com.

Forward Looking Statements

Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in iAnthus' periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should," and similar expressions, are forward-looking statements.

Forward-looking statements may include, without limitation, statements including the anticipated use of proceeds, the closing of the second tranche of the Private Placement, and other statements of fact.

Although iAnthus has attempted to identify important factors that could cause actual results, performance or achievements to differ materially from those contained in the forward-looking

statements, there can be other factors that cause results, performance or achievements not to be as anticipated, estimated or intended, including, but not limited to: dependence on obtaining regulatory approvals; investing in target companies or projects which have limited or no operating history and are engaged in activities currently considered illegal under US Federal laws; change in laws; limited operating history; reliance on management; requirements for additional financing; competition; hindering market growth and state adoption due to inconsistent public opinion and perception of the medical-use and adult-use marijuana industry and; regulatory or political change.

There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. As a result of these risks and uncertainties, the results or events predicted in these forward-looking statements may differ materially from actual results or events.

Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. iAnthus disclaims any intention or obligation to update or revise such information, except as required by applicable law, and iAnthus does not assume any liability for disclosure relating to any other company mentioned herein.

The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.

CONTACT INFORMATION

Corporate:
Julius Kalcevich
Chief Financial Officer
iAnthus Capital Holdings, Inc.
646-518-9418
Investors@iAnthusCapital.com

U.S. Investors:
Phil Carlson/Elizabeth Barker
KCSA Strategic Communications
iAnthus@KCSA.com

Canadian Investors:
Nicole Marchand
Nicole Marchand Investor Relations
Nicole@nm-ir.com

Media:
Robert Vanisko
North 6th Agency
212-334-9753 ext.112
iAnthus@n6a.com