

The background of the slide features a top-down view of several cannabis leaves and buds. The leaves are a mix of green and deep purple, with serrated edges. Some buds are visible, showing trichomes. A large, dark blue diagonal shape cuts across the bottom right portion of the image, serving as a design element for the title.

# Transforming Cannabis

# Disclaimer

## Cautionary Note Regarding Forward-Looking Information

This investor presentation dated April 15, 2019 contains certain “forward-looking information” or “forward-looking statements” as defined under applicable securities laws (collectively, “forward-looking information”) that involve a number of risks and uncertainties. Forward-looking information includes all statements that are predictive in nature or depend on future events or conditions. Forward-looking information can often be identified by forward-looking words such as “will”, “could”, “should”, “may”, “anticipates”, “believes”, “expects”, “plans”, “intends”, “estimates”, “potential”, and similar expressions. Statements regarding the operations, business, financial condition, priorities, ongoing objectives and outlook of iAnthus Capital Holdings, Inc. (“**iAnthus**”), other than statements of historical fact, constitute forward-looking information.

Forward-looking statements may include, without limitation, statements including the date of filing of the annual financial statements, the effect of redeeming legacy MPX debentures on the Company's cost of capital, the potential to receive proceeds on the exercise of outstanding warrants, the potential number of dispensaries the Company may open, the potential for future growth, the expected completion date for the CBD For Life acquisition, the launch of sales for the Company in California, the Company's plans to open dispensaries in Florida, Massachusetts, New York and New Jersey in 2019, the Company's plans to sell its products through its own licensed facilities and to target other dispensaries, the Company's future cultivation and processing facilities and capabilities, dispensary locations, facility build-outs, and other statements of fact.

Forward-looking information is not a guarantee of future performance and should not be unduly relied upon. Forward-looking information reflects the analysis of the management of the parties only as of the date hereof, and which by its nature involves numerous assumptions, inherent risks and uncertainties, both general and specific that contribute to the possibility that the predictions and various future events will not occur. The parties do not undertake any obligation to release publicly the results of any revision to the forward-looking information unless otherwise required by applicable law.

This presentation of iAnthus' fiscal fourth quarter and full year results includes definitions and reconciliations for non-International Financial Reporting Standards (“IFRS”) measures. The presentation can be found on the Company's website at [www.ianthus.com](http://www.ianthus.com). The Company uses pro forma results among other measures, to evaluate its actual operating performance and for planning and forecasting future periods. Pro forma results are IFRS reported results plus the results of MPX entities and all other entities for which the Company has a management contract in place but does not consolidate due to a lack of control, adjusted to reflect the full fiscal period regardless of when the entities were acquired or the management contract commenced. The Company believes the pro forma results presented provide relevant and useful information for investors because they clarify the Company's actual operating performance, make it easier to compare the Company's results with those of other companies and allow investors to review performance in the same way as the Company's management. Since these measures are not calculated in accordance with IFRS, they should not be considered in isolation of, or as a substitute for, our reported results as indicators of the Company's performance, and they may not be comparable to similarly named measures from other companies.

The financial information of the Company contained in this presentation is qualified in its entirety by the Company's audited financial statements for the year ended December 31, 2018, which are expected to be filed later this month on the Company's website at [www.ianthus.com](http://www.ianthus.com) and under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). To the extent that the financial information contained in this presentation is inconsistent with the information contained in the Company's audited financial statements, such financial information contained in this presentation shall be deemed to be modified or superseded by the audited financial statements. The modifying or superseding financial information in the audited financial statements need not state that it has modified or superseded the financial information contained in this presentation that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made.

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# Disclaimer (cont'd)

## **Cautionary Note Regarding Forward-Looking Information (cont'd)**

Although it is believed that the expectations and assumptions made in this presentation are reasonable, there can be no assurance that the forward-looking information included herein will prove to be accurate. Forward-looking information is subject to a number of known and unknown risks and uncertainties (some of which are beyond the control of the parties) and other factors that could cause actual results or performance to be materially different from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from any forward-looking information include, but are not limited to:

- slower than projected growth in the U.S. cannabis market;
  - unanticipated delays with respect to opening of dispensaries in targeted states;
  - the business of iAnthus not being integrated successfully or such integration proving more difficult, time consuming or more costly than expected;
  - capital requirements;
  - delays in obtaining or inability to obtain additional financing, if required, on commercially suitable terms; and
  - changes in national, state and local government legislation in the United States or any other country in which iAnthus, may in the future, carry on business.
- These factors are not intended to represent a complete list of the general or specific factors that could affect iAnthus. Further details on key risks can be found in iAnthus' disclosure documents filed with securities regulators and available at [www.sedar.com](http://www.sedar.com), including its short form prospectus dated October 3, 2018 and its Annual Information Form for the year ended December 31, 2017.

## **Management Prepared Financial Statements**

- The financial information presented herein is based on management prepared financial statements for the year ended December 31, 2018, which are in the process of being audited by the Company's independent auditors and, accordingly, such financial information is subject to change based on the results of the audit.

## **Market and Industry Data**

This presentation includes market and industry data that has been obtained from third party sources, including industry publications. The parties believe that the industry data is accurate and that the estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of the data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the parties have not independently verified any of the data from third party sources referred to in this presentation or ascertained the underlying economic assumptions relied upon by such sources.

## **Securities Laws**

This presentation is for informational purposes and does not constitute an offer or a solicitation of an offer to purchase the securities referred to herein. The shares of iAnthus have not been and will not be registered under the United States Securities Act of 1933, as amended.

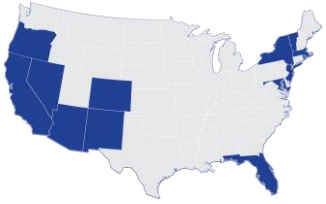
## **All figures are represented in US dollars except where indicated**



# Leading Vertically Integrated MSO

11

States



121

Million  
Covered Population



\$525

Million of  
Production Capacity<sup>1</sup>



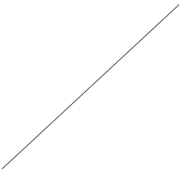
68

Dispensaries



817k

Sq Ft of  
Cultivation Space<sup>2</sup>



## NOTES

<sup>1</sup> Estimated value at retail

<sup>2</sup> When fully built

# The iAnthus Difference

## Redefining the Cannabis Market

1

**Well Located  
Flagships  
Locations**  
Welcoming  
to All

2

**Strong  
Customer  
Loyalty**  
Created Through  
Retail Experience

3

**Major  
Brand Initiatives**  
Retail, THC,  
CBD

4

**Comprehensive  
Brand  
Distribution**  
Available to  
customers

5

**Replicable  
Operational  
Leverage**  
Scalable  
Facilities

6

**Experienced  
Management  
Team**  
Focused on  
Brand Building

# iAnthus Today by the Numbers

**\$60  
Million**

4Q Annualized  
Revenue  
in Nine States

**21**  
**Open**  
Dispensaries

**68**

**Brands**  
That are Asked for by Name



**100+**  
**Licensed Dispensaries**  
With Our Products

**CBD**  
**In 750+**  
Stores in 42 States

**1000+**  
**SKUs**  
Available

Over  
**500**  
**Employees**

Over  
**60,000**  
**Shareholders**

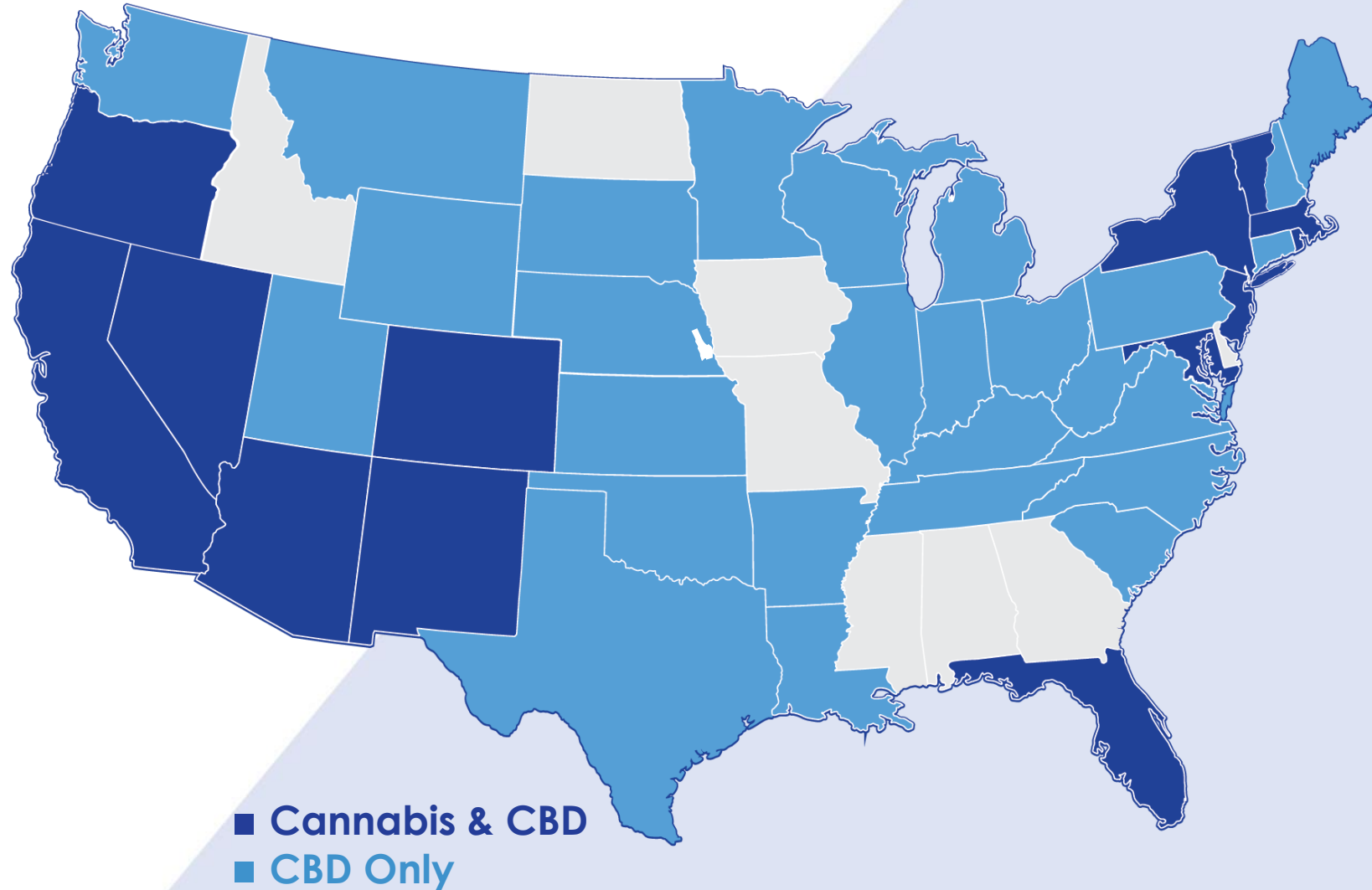
# National Scale Matters to Build Brands

## Current Reach into

# 42 STATES

**\$10 BILLION**  
Market Size in 2019  
(Cannabis in our 11 States)

**\$2 BILLION**  
Market Size in 2019  
(CBD in the US)



# Successful Record of Expanding our Footprint...

**JAN 2018**

Strategic M&A

**FLORIDA**

Application Wins

**NEW JERSEY**

**NEVADA**

**DEC 2018**

**FEB 2018**

Strategic M&A

**NEW YORK**

Strategic M&A

**ARIZONA,  
MARYLAND,  
NEVADA,  
MASSACHUSETTS,  
CALIFORNIA**

**FEB 2019**

Strategic M&A

**CBD  
Market Entry**



**PENDING**



# ...Has Allowed us to Build a Robust Channel Network

## Retail Dispensaries



21 Stores  
68 Licenses

## Wholesale



100+  
Doors

## Mass Retail (CBD)



750+  
Doors

## Online



CBDforlife.us  
Urbanoutfitters.com

## SUCCESS FACTORS:

Flagship Locations  
Customer Experience

Innovative Products  
Competitive Pricing

First to Market  
Product Quality

First to Market  
Convenience

One Retail Experience: Introducing **Be.**

**Be.**

**Be.** creative

**Be.** brave

**Be.** loved

**Be.** happy

**Be.** healthy

**Be.** you



iAnthus



# Flagship Retail Locations in Development



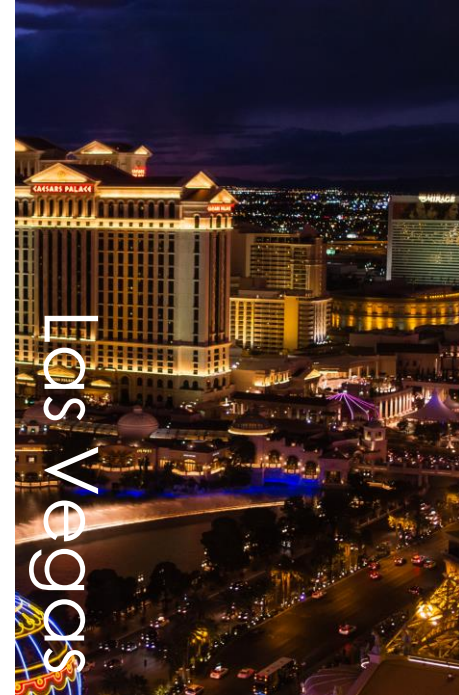
- Open: Q4 2019
- Annual visitors: 24 million



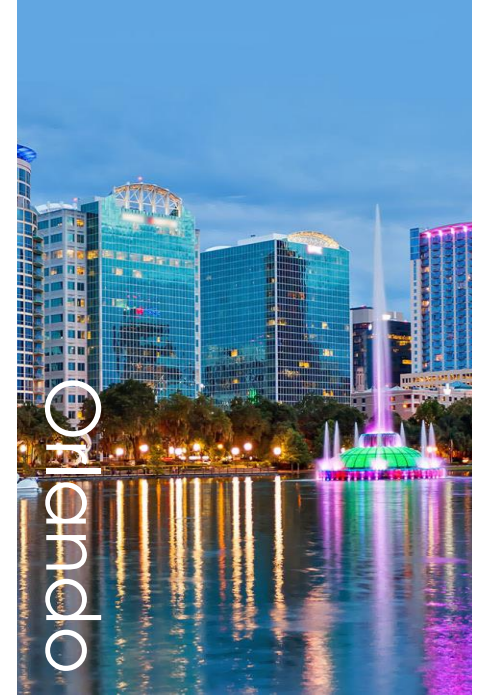
- Open: 3Q 2019
- Population: 2.7 million



- Open: Q4 2019
- Population: 500,000



- Open: TBD
- Annual visitors: 42 million



- Open: 3Q 2019
- Annual visitors: 72 million

# Accelerating Wholesale Distribution ...

## ARIZONA



RETAIL	WHOLESALE
Mesa (3)	20 Locations
Phoenix	

~ 20%  
Penetration



**Bestseller:**  
Cured Resin

## MARYLAND



RETAIL	WHOLESALE
Baltimore	42 Locations
Bethesda	
White Marsh	

~ 90%  
Penetration



**Bestseller:**  
Vape pen  
/cartridges

## MASSACHUSETTS



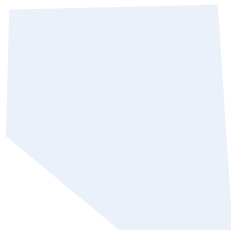
RETAIL	WHOLESALE
Boston	14 Locations
+2 Openings	

~ 30%  
Penetration



**Bestseller:**  
Flower

## NEVADA



RETAIL	WHOLESALE
+4 Openings	25 Locations

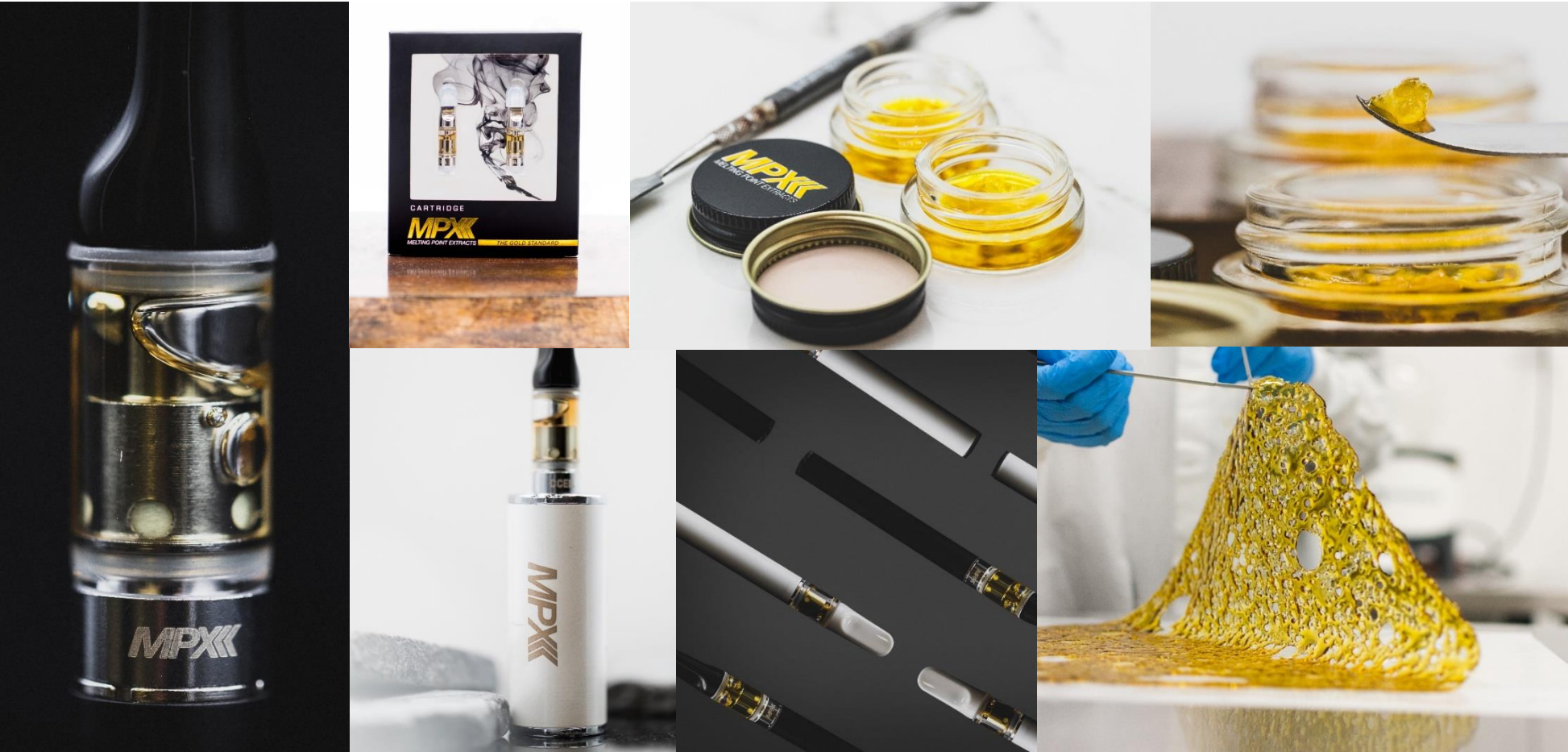
~ 40%  
Penetration



**Bestseller:**  
Live Resin



# ...Selling Award Winning Brands Like MPX



**HIGH TIMES**

Best THC  
Cartridges of 2018

**Leafly**

Favorite  
Brands of 2018

100+  
Wholesale Partners  
Across Four States

iAnthus

# Taking Brands National: CBD For Life

Distributed in Over  
**750** Stores

As seen in:



**CBD for Life –**  
Mass market



**Luxury Skin Care –**  
Summer 2019



**Adult Line –**  
Summer 2019



# Proven Brand Leadership

**Favorite**  
Brands of 2018



Melting Point  
Extracts

**Product**  
of the Year (2018)



**Best Overall**  
Dispensary (Maryland)



**Best THC**  
Cartridges of 2018



Strawberry Fields  
(MPX)

Featured On



**#1 Female**  
Executive of 2019



BETH  
STAVOLA

iAnthus

# A Leader in Cultivation and Processing

2019 Planned  
Production Capacity:

\$ **175** Million

Worth of Biomass at Retail

2019 Planned Cultivation Processing:

**420,000** sq. ft

## NOTES

1) Artistic rendering





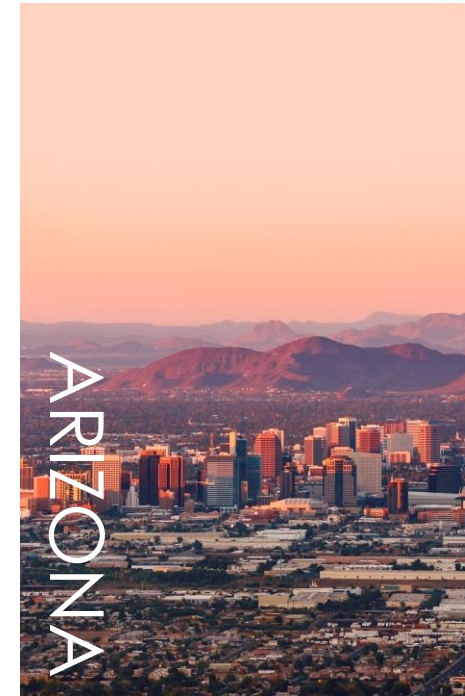
# Well-Positioned for Large Recreational Markets in 2020



**\$2.5 Billion Market**



**\$1.3 Billion Market**



**\$1.2 Billion Market**

**\$5 Billion In New Addressable Market Opportunity**

# Team iAnthus = Excellence in Execution

The Only Long-Term Differentiating Advantage a Company Has is Its People. iAnthus Has a Very Experienced Team Across Cannabis, Retail and Operations.

- Cannabis Expertise
- Award Winning Retail Team
- Brand Builders
- Operational Excellence
- Extensive M&A Experience
- Built to be Public



# What are the Stakes?

U.S. cannabis usage should look a lot like U.S. alcohol usage over time

## Cannabis Today

11% USAGE

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\$55 Billion Market Size

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Branded product  
companies trade at  
5x revenues

## Cannabis in 10 Years

55% USAGE

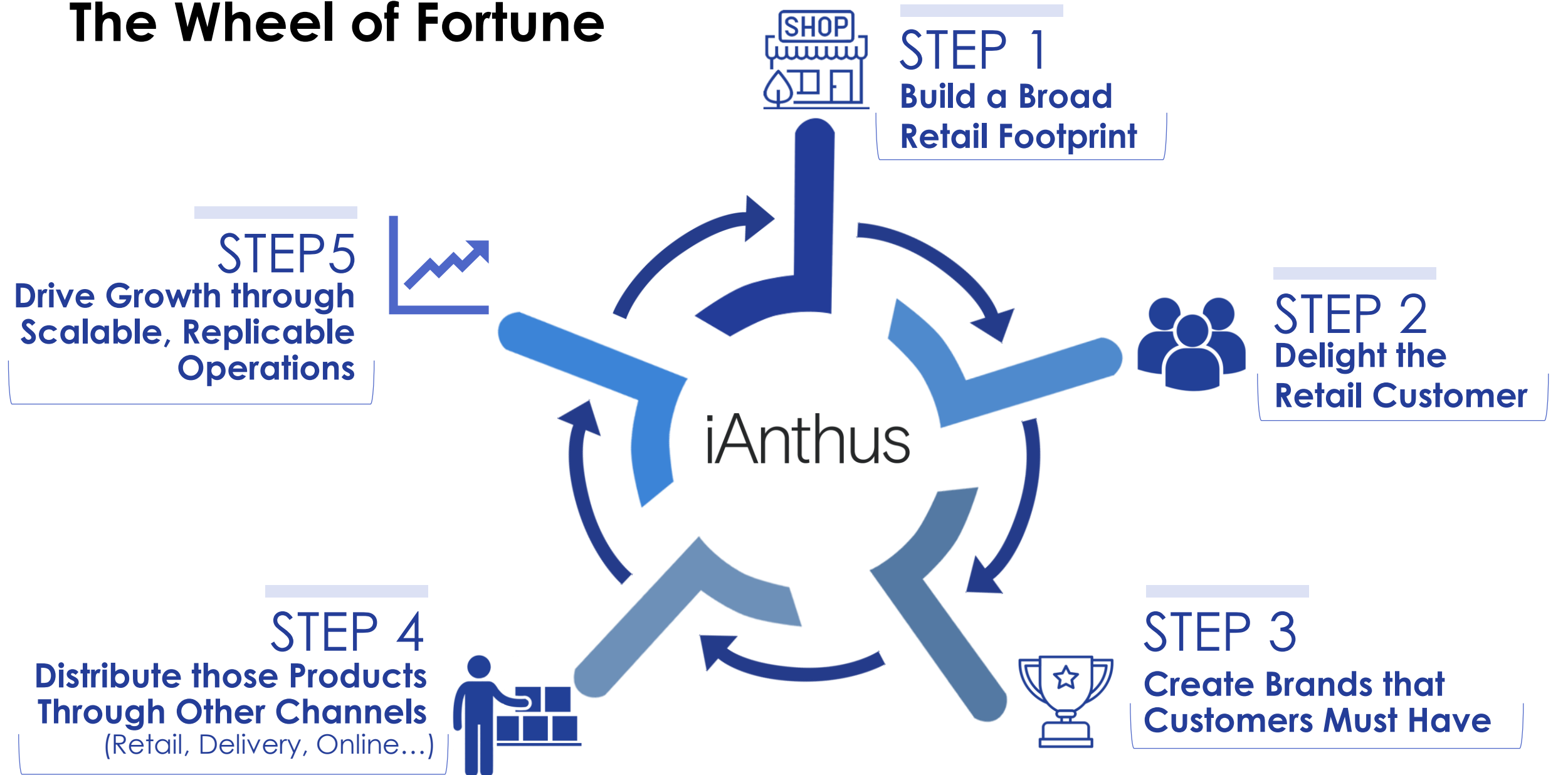
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\$ 200+  
Billion Market Size

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\$1 Trillion  
Market Value!

# The Wheel of Fortune





# Best Odds at the Starting Line?

In US \$	iAnthus	GTI MedMen Harvest Curaleaf Acreage Cresco (Group Average, where available)
States	11 States	13 States
Dispensaries	68 Dispensaries	78 Dispensaries
Cultivation / Processing	15 Facilities	17 Facilities
2018 PF Revenue	~\$49.3 million	~\$64.4 million
Pro Forma / Average Market Cap	~\$1.1 billion <sup>1</sup>	~\$2.9 billion <sup>1</sup>

**Significant  
valuation  
mismatch**



**62%  
Discount**

## NOTES

1) Share prices as of May 10, 2019

# Appendix

# 2018 Pro Forma Revenue of \$49.3 Million

## Pro forma (Unaudited) for acquisition of MPX Bioceutical Corporation

In US \$	Q4 2018	FY 2018
Reported revenue and other income	\$ 2,208,272	\$ 4,485,715
Revenue from managed entities <sup>1</sup>		
Colorado	798,481	3,661,802
New Mexico	194,876	862,391
Reported and managed revenue <sup>1</sup>	\$ 3,201,629	\$ 9,009,908
Pro forma adjustments <sup>2</sup>		
MPX Bioceutical Corporation	11,639,930	40,329,347
Total pro forma revenue <sup>2</sup>	\$ 14,841,559	\$ 49,339,255

### NOTES

- 1) Revenue from Managed Entities: unaudited revenue from entities for which management contracts are in place but do not consolidate Managed Entities due to regulatory restrictions, or from equity investments in which total results cannot be consolidated. Refers to full fiscal year results regardless of when an acquisition or management contract commenced. Revenue from Colorado includes 100% of the revenue earned from Bellflower, LLC. Revenue from New Mexico includes 24.6% of revenue earned from its investment in Reynold Greenleaf & Associates, LLC
- 2) Pro forma revenue: refers to unaudited pro forma financial information assuming that the acquisition of MPX occurred at the beginning of each of the periods, which is not in accordance with IFRS

# Pro Forma EBITDA Bridge

## Pro forma (Unaudited) for acquisition of MPX Bioceutical Corporation<sup>1</sup>

In US \$	Q4 2018	FY 2018
Reported net loss	\$ (15,926,073)	\$ (62,027,747)
Interest expense	1,331,177	4,794,155
Depreciation and amortization	4,552,647	6,349,065
EBITDA (non-IFRS)	\$ (10,042,249)	\$ (50,884,527)
Adjusting items:		
(Profit) loss from investments in associates	(170,258)	(134,020)
Share-based compensation	1,840,810	7,521,693
Accretion expense	812,233	16,140,052
Fair market value adjustments	559,009	8,628,788
Foreign exchange (gain) loss	1,054,523	819,129
Adjusted EBITDA <sup>2</sup>	\$ (5,945,932)	\$ (17,908,885)
Pro forma adjustments:		
MPX Bioceutical Corporation	(4,795,748)	(16,423,873)
Total pro forma adjusted EBITDA <sup>2</sup>	\$ (10,741,680)	\$ (34,332,758)
Adjusted EBITDA <sup>2</sup> per share	\$ (0.08)	\$ (0.25)

### NOTES

- 1) The table summarizes the unaudited pro forma financial information assuming that the acquisition of MPX occurred at the beginning of each of the periods
- 2) Adjusted EBITDA/ Adjusted Net Income: The Company adds back the following non-cash items to provide a more accurate indication of performance for the period. This is a Non-IFRS metric

- Interest Expense
- Depreciation and Amortization
- Share-based Compensation
- Accretion Expense

- Profit or Losses from Investments in Associates
- Changes in Fair Value on Instruments
- Foreign Exchange Gains/Losses



# Cap Table

## Basic Shares Outstanding:

Common Shares (Voting)	(mm)	153.4
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Common Shares (Non-Voting)	(mm)	15.5
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<b>Total Basic Shares Outstanding</b>	<b>(mm)</b>	<b>168.9</b>
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## Dilutive Securities:

Options	(mm)	17.1
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Warrants	(mm)	36.4
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Convertible Securities	(mm)	23.1
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<b>Total Dilutive Securities</b>	<b>(mm)</b>	<b>76.6</b>
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<b>Total Fully Diluted Shares O/S</b>	<b>(mm)</b>	<b>245.5</b>
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## NOTES

Capitalization as of 5/6/2019; includes all potentially dilutive securities



# Contact Information

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