

February 5, 2021



iAnthus Announces Filing of Amendment and Effectiveness of Form 10 Registration Statement

Becomes Full SEC Reporting Company

NEW YORK and TORONTO, Feb. 5, 2021 /PRNewswire/ -**iAnthus Capital Holdings, Inc. ("iAnthus" or the "Company")** (CSE: IAN) (OTCPK: ITHUF), which owns, operates, and partners with regulated cannabis operations across the United States, today announced that it has filed an amendment to its Form 10 Registration Statement ("Form 10"), previously filed on December 8, 2020 with the United States Securities and Exchange Commission ("SEC") to register its common stock under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the Form 10, as amended, became effective as of February 5, 2021. Following the effective date, iAnthus will be subject to the reporting requirements of the Exchange Act. This means the Company will begin filing annual reports with the SEC on Form 10-K, quarterly reports on Form 10-Q, periodic reports on Form 8-K, and subject itself to additional reporting obligations related to proxies, shareholder actions and stock ownership rules. In addition, the Company is subject to U.S. GAAP reporting requirements with respect to the reports it files with the SEC.

The Form 10, as amended, provides detailed and audited information about the Company's operations, including an overview of the business strategies, risk factors and financial statements with respect to the Company. The ongoing obligation to timely file with the SEC will also help the Company's new and current investors make more informed and educated investment decisions about the Company. The Form 10, as amended, is available on Canada's System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com, the SEC's website at www.sec.gov and on the Company's website.

About iAnthus

iAnthus owns and operates licensed cannabis cultivation, processing and dispensary facilities throughout the United States. For more information, visit www.iAnthus.com.

COVID-19 Risk Factor

The Company may be impacted by business interruptions resulting from pandemics and public health emergencies, including those related to COVID-19. An outbreak of infectious disease, a pandemic, or a similar public health threat, such as the recent outbreak of COVID-19, or a fear of any of the foregoing could adversely impact the Company by causing operating, manufacturing, supply chain, and project development delays and disruptions, labor shortages, travel, and shipping disruption and shutdowns (including as a result of government regulation and prevention measures). It is unknown whether and how the Company may be affected if such a pandemic continues to persist for an extended period of

time, including as a result of the waiver of regulatory requirements or the implementation of emergency regulations to which the Company is subject. Although the Company has been deemed essential and/or has been permitted to continue operating its facilities in the states in which it cultivates, processes, manufactures, and sells cannabis during the pendency of the COVID-19 pandemic, there is no assurance that the Company's operations will continue to be deemed essential and/or will continue to be permitted to operate. The Company may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results, financial condition, and the trading price of the Company's common shares.

Forward Looking Statements

This news release includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. When used in this news release, words such as "will", "hope", "could", "plan", "estimate", "expect", "intend", "may", "potential", "believe", "should", "our vision" and similar expressions, are intended to identify forward-looking statements. Forward-looking statements may include, without limitation, statements related to: the Company's financial performance, business development and results of operations, the implementation and completion of its recapitalization transaction.

All forward-looking statements are based upon the Company's current expectations and various assumptions. The Company believes there is a reasonable basis for its expectations and beliefs, but they are inherently uncertain. The Company may not realize its expectations, and its beliefs may not prove correct. Actual results could differ materially from those described or implied by such forward-looking statements as a result of various important factors, including, without limitation, market conditions and the factors described in the Company's periodic filings with the Canadian securities regulators and the SEC.

Consequently, forward-looking statements should be regarded solely as the Company's current plans, estimates and beliefs. 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.

Neither the Canadian Securities Exchange nor the SEC has reviewed, approved or disapproved the content of this news release.

The securities to be issued pursuant to the recapitalization transaction have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration is available. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities.

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