



**iANTHUS CAPITAL HOLDINGS, INC.**  
**Suite 414 - 420 Lexington Avenue**  
**New York, NY, 10170, USA**  
**Telephone No.: (212) 479-2572**  
**Email: info@ianthuscapital.com**

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

The annual general and special meeting (the “**Meeting**”) of both the holders (the “**Common Shareholders**”) and of the common shares (the “**Common Shares**”) and the holders (the “**Class A Shareholders**”, and together with the Common Shareholders, the “**Shareholders**”) of the Class A convertible restricted voting shares (the “**Class A Shares**”, and together with the Common Shares, the “**Shares**”) of iAnthus Capital Holdings, Inc. (the “**Corporation**”) will be held at Suite 4400 – 181 Bay Street, Toronto, Ontario, on Monday, November 26, 2018 at 10:00 a.m. (Eastern Time), for the following purposes:

1. To receive the consolidated financial statements for the Corporation’s financial year ended December 31, 2017 with the report of the auditor of the Corporation thereon (*see pg. 8 of Management Proxy Circular*);
2. The Common Shareholders will be asked to elect directors of the Corporation for the ensuing year (*see pg. 8 of Management Proxy Circular*);
3. All Shareholders will be asked to appoint an auditor of the Corporation for the ensuing year (*see pg. 22 of Management Proxy Circular*); and
4. All Shareholders will be asked to pass an ordinary resolution approving the amendment and restatement of the Corporation’s existing stock option plans pursuant to the terms and conditions of the Amended and Restated Omnibus Incentive Plan, adopted by the Board of Directors of the Corporation on October 15, 2018, as detailed in the accompanying Management Proxy Circular (*see pg. 23 of Management Proxy Circular*).

Management is not currently aware of any other matters that could come before the Meeting. A Management Proxy Circular accompanies this Notice together with a form of proxy and a financial statements request form. The Management Proxy Circular contains details of matters to be considered at the Meeting. The Shareholders, as appropriate, will be asked to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

### **Notice-and-Access Mailing**

The Corporation has elected to use the notice-and-access provisions in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) in the case of mailing to registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) in the case of beneficial Shareholders (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a company to reduce the volume of materials to be physically mailed to shareholders by posting the management proxy circular and any additional annual meeting materials online. Shareholders will

still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Management Proxy Circular. The Corporation will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the management proxy circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Management Proxy Circular.

Copies of this Notice of Meeting and Management Proxy Circular, as well as the Common Share form of proxy (the “**Common Share Proxy**”) and the Class A Share form of proxy (the “**Class A Share Proxy**”), (together the “**Proxies**”) and the Corporation’s annual financial statements (together the “**Proxy Materials**”), are posted on the Corporation’s website at <https://ir.ianthuscapital.com/annual-2018> and are SEDAR filed under the Corporation’s profile at [www.sedar.com](http://www.sedar.com). **Any Shareholder who wishes to receive a printed paper copy of the Management Proxy Circular may contact the Corporation at Suite 2740, 22 Adelaide Street West, Toronto, Ontario, Canada M5H 4E3, Tel: (416) 591-1525 or by email at info@ianthuscapital.com.** A Shareholder may also call 1-855-591-1525 (toll-free) to obtain additional information relating to the Notice-and-Access Provisions or to obtain a paper copy of the Management Proxy Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

To allow reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Management Proxy Circular and submit their vote prior to **10:00 a.m. (Eastern Time) on November 22, 2018** (the “**Proxy Deadline**”), any Shareholder wishing to request a paper copy of the Management Proxy Circular as described above, should ensure such request is received by **November 8, 2018**. Under the Notice-and-Access Provisions, Proxy Materials must be available for viewing for up to 1 year from the date of posting and a paper copy of the materials can be requested at any time during this period.

The Management Proxy Circular contains details of matters to be considered at the Meeting. **Please review the Management Proxy Circular before voting.**

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are asked to complete, date and sign the enclosed form of proxy or complete another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.**

**A non-registered (beneficial) Shareholder who plans to attend the Meeting must follow the instructions set out in the Management Proxy Circular to ensure that their shares are voted at the Meeting. If you hold your Shares in a brokerage account you are a non-registered (beneficial) Shareholder.**

DATED at Toronto, Ontario, this 15<sup>th</sup> day of October, 2018.

**BY ORDER OF THE BOARD**

*“Hadley C. Ford”*

**Hadley C. Ford**  
**Chief Executive Officer**

<p><b>If you have any questions or need assistance with voting your proxy, please contact Laurel Hill Advisory Group, the proxy solicitation agent, by telephone at: 1-877-452-7184 (North American Toll Free) or 1-416-304-0211 (Collect outside North America); or by email at: <a href="mailto:assistance@laurelhill.com">assistance@laurelhill.com</a></b></p>
--