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iAnthus Announces Filing of Amended and Restated Preliminary Short Form Prospectus

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NEW YORK, NY and TORONTO, ON--(Marketwired - October 26, 2017) - iAnthus Capital Holdings, Inc., (CSE: IAN) (CSE: IAN.CN) (CNSX: IAN) (OTCQB: ITHUF) ("iAnthus" or the "Company"), today announced that it has filed an amended and restated preliminary short form prospectus with the securities regulatory authorities in all provinces of Canada, except Québec, amending the terms of the proposed offering announced October 18, 2017. The amended and restated preliminary short form prospectus has been filed in respect of a proposed "best efforts" public offering of common shares of the Company at an issue price (the "Offering Price") of \$1.70 per common share (the "Offering").

The Company will file a further amendment to the preliminary short form prospectus, and an associated news release, when the size of the Offering is determined.

The Offering will be made 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.

In addition to the Offering, the Company expects to enter into subscription agreements, on or prior to the closing date for the Offering, pursuant to which certain subscribers resident in the United States and certain international jurisdictions will agree to purchase common shares of the Company, on a non-brokered private placement basis, pursuant to exemptions from the prospectus requirements under applicable securities laws (the "Concurrent Private Placement"). The Concurrent Private Placement will be priced at the Offering Price and the common shares issued under the Concurrent Private Placement will be subject to a Canadian hold period of four months and a day from the date of issuance. The Agents are not involved, directly or indirectly, in the issuance, offer and sale of the common shares being distributed under the Concurrent Private Placement.

The Offering and the Concurrent Private Placement are subject to customary closing conditions, including regulatory approvals. The Company is proposing to use the net proceeds of the Offering and the Concurrent Private Placement for acquisition financing, other capital projects and general corporate purposes.

A copy of the amended and restated preliminary prospectus is available under the Company's SEDAR profile at www.sedar.com. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus in respect of the Offering has been issued.

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.

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, propose" and similar expressions, are forward-looking statements.

Forward-looking statements may include, without limitation, statements including the proposed Offering, the proposed use of proceeds of the Offering, the Concurrent 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.

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