



## NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

### ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

#### YOUR VOTE IS IMPORTANT. VOTE TODAY.

You are receiving this notification because **iAnthus Capital Holdings, Inc.** (the “**Corporation**”) has decided to use the notice and access model for the delivery of meeting materials to both the holders of the Common Shares (the “**Common Shareholders**”) and the holders of the Class A Shares (the “**Class A Shareholders**”) (together, “**Shareholders**”) of the Corporation in respect of its Annual General and Special Meeting of Shareholders to be held on **Monday, November 26, 2018** (the “**Meeting**”). Under notice and access, instead of receiving paper copies of the Corporation’s Notice of Annual General Meeting, form of proxy and Management Proxy Circular (the “**Circular**”) (collectively, the “**Proxy Materials**”), Shareholders are receiving this notice with information on how they may access such Proxy Materials electronically. Together with this notification, shareholders will receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. This alternative means of delivery is an environmentally responsible and cost-effective way to deliver Proxy Materials to Shareholders.

#### MEETING DATE AND LOCATION

**WHEN:** 10:00 a.m. (Eastern Time)  
on November 26, 2018

**WHERE:** Suite 4400 – 181 Bay Street, Toronto,  
Ontario

#### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

- **RECEIVE THE CONSOLIDATED FINANCIAL STATEMENTS:** 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 the Circular).
- **ELECTION OF DIRECTORS:** The Common Shareholders will be asked to elect directors of the Corporation for the ensuing year (see pg. 8 of the Circular).
- **APPOINTMENT OF AUDITORS:** All Shareholders will be asked to appoint an auditor of the Corporation for the ensuing year (see pg. 22 of the Circular).
- **ADOPTION OF SHARE OPTION PLAN:** 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 (see pg. 23 of Circular).

Management is not currently aware of any other matters that could come before the Meeting. The Circular prepared for the Meeting contains details of matters to be considered at the Meeting. A copy of the Circular is available for viewing at <https://ir.ianthuscapital.com/annual-2018> and at [www.sedar.com](http://www.sedar.com). 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.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE PROXY MATERIALS, IN PARTICULAR THE CIRCULAR, PRIOR TO VOTING.**

## WEBSITES WHERE PROXY MATERIALS ARE POSTED

The Proxy Materials can be viewed online under the Corporation's profile at [www.sedar.com](http://www.sedar.com) or on the Corporation's website at <https://ir.ianthuscapital.com/annual-2018>.

## HOW TO OBTAIN A PAPER COPY OF THE PROXY MATERIALS

Any Shareholder may request a paper copy of the Proxy Materials, including, in particular, the Circular, be mailed to them at no cost by contacting 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](mailto:info@ianthuscapital.com)**

A Shareholder may also call **1-855-591-1525 (toll-free)** in order to obtain additional information related to Notice-and-Access Provisions or to obtain a paper copy of the Circular, up to and including the date of the Meeting, including any adjournment of the Meeting, and anytime up to a year following the Meeting.

To allow adequate time for a Shareholder to receive and review a paper copy of the Proxy Materials and then to submit their vote prior to **10:00 a.m. (Eastern Time) on November 22, 2018**, a Shareholder requesting a paper copy of the Circular as described above, should ensure such request is received by the Corporation no later than **November 8, 2018**. Pursuant to 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. To obtain a paper copy of the Proxy Material, including, in particular, the Circular, after the Meeting date, you may call **1-855-591-1525 (toll-free)**, or you may contact the Corporation directly at **Suite 2740, 22 Adelaide Street West, Toronto, Ontario, Canada M5H 4E3, Tel: (416) 591-1525, or by email at [info@ianthuscapital.com](mailto:info@ianthuscapital.com)**.

Stratification used: NO

## HOW DO I VOTE?

There are several convenient ways to vote your shares including online and via telephone.

	<b>Beneficial Shareholders</b> <i>Shares held with a broker, bank or other intermediary.</i>	<b>Registered Shareholders</b> <i>Shares held in own name and represented by a physical certificate.</i>
<b>Internet:</b>	<a href="http://www.proxyvote.com">www.proxyvote.com</a>	<a href="http://www.investorvote.com">www.investorvote.com</a>
<b>Phone or Fax:</b>	Call or fax to the number(s) listed on your voting instruction form and vote using the control number provided therein.	Phone: 1-866-732-8683 Fax: 1-866-249-7775
<b>Mail:</b>	Return the voting instruction form in the enclosed postage paid envelope.	Return the form of proxy in the enclosed postage paid envelope.

## BOARD RECOMMENDATION

The Board of Directors of the Corporation unanimously recommend that shareholders VOTE FOR each of the proposed resolutions.

If you have questions or require assistance with voting your Common Shares you may contact the Corporation's proxy solicitation agent:  
Laurel Hill Advisory Group  
North American Toll-Free Number: 1-877-452-7184  
Collect Calls Outside North America: 416-304-0211  
Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

**VOTE IN ADVANCE OF NOVEMBER 22, 2018 AT 10:00 A.M. (EASTERN TIME).**