

March 25, 2019



iAnthus Capital Holdings, Inc. Announces Notice of Redemption of Debentures

NEW YORK and TORONTO, March 25, 2019 /PRNewswire/ - iAnthus Capital Holdings, Inc. ("**iAnthus**" or the "**Company**") (CSE: IAN, OTCQX: ITHUF) announces that, as of March 22, it has issued a notice of redemption to holders of outstanding convertible debentures of MPX Luxembourg SARL, a wholly-owned subsidiary of iAnthus, in the aggregate principal amount of US\$32,257,804.07 (the "**Debentures**"). As set out in the notice of redemption, the redemption date of the Debentures will be April 24, 2019 (the "**Redemption Date**"). The Debentures are redeemable for an amount (the "**Redemption Price**") equal to US\$860.43 per US\$1,000 principal amount of Debentures, being the Redemption Price prescribed as of the Redemption Date pursuant to the terms of the debenture indenture (as amended or supplemented from time to time, the "**Debenture Indenture**") governing such Debentures.



"The MPX Luxembourg convertible debentures were a legacy obligation inherited by iAnthus as part of the acquisition of MPX Bioceutical Corp. The redemption or resulting conversion of these debentures will enable us to significantly reduce our interest expense and potential further future dilution for our shareholders," said Hadley Ford, Chief Executive Officer of iAnthus. "The removal of this expensive debenture is a key part of our commitment to optimizing our cost of capital. Given that the holders of the debentures are significantly in the money, it is our expectation that the vast majority of holders will convert, as opposed to redeem their notes."

Prior to the redemption of the Debentures, each holder thereof will have the right to convert the Accrued Principal Amount (as defined in the Debenture Indenture) of their Debentures into units of iAnthus ("**Units**"), each such unit consisting of 0.1673 of one common share in the capital of iAnthus (each whole common share, an "**iAnthus Share**") and 0.08365 of one common share purchase warrant (each whole warrant, an "**iAnthus Warrant**") (based on the exchange ratio of 0.1673 iAnthus Shares for each common share of MPX Bioceutical Corporation ("**MPX**") in connection with iAnthus' recently completed acquisition of MPX pursuant to a court approved plan of arrangement), at a conversion price equal to \$0.74 per Unit at any time prior to close of business on April 23, 2019. A holder electing to convert their Debentures will receive 1,729.80 Units (representing 289 iAnthus Shares and 144.5 iAnthus Warrants) for each US\$1,000 of Accrued Principal Amount. No fractional iAnthus Shares or iAnthus Warrants (other than in integrals of one-half Warrants) will be issued on conversion.

All holders of Debentures who fail to deliver a notice of conversion on or prior to April 23, 2019 shall have their Debenture redeemed on the Redemption Date and shall receive their pro rata portion of the Redemption Price.

As of the date hereof, the Units to be issued on conversion of the Debentures are heavily "in the money". Accordingly, the Company believes that the vast majority of the holders of Debenture will elect to convert their Debentures prior to April 23, 2019.

About iAnthus Capital Holdings, Inc.

iAnthus Capital Holdings, Inc. owns and operates best-in-class licensed cannabis cultivation, processing and dispensary facilities throughout the United States, providing investors diversified exposure to the U.S. regulated cannabis industry. Founded by entrepreneurs with decades of experience in operations, investment banking, corporate finance, law and health care services, iAnthus provides a unique combination of capital and hands-on operating and management expertise. iAnthus currently has operations in 11 states, and operates 21 dispensaries (AZ-4, MA-1, MD-3, FL-3, NY-2, CO-1, VT-1 and NM-6 where iAnthus has minority ownership). 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, our vision" and similar expressions, are forward-looking statements.

Forward-looking statements may include, without limitation, the current market price of iAnthus Shares that holders of Debentures would receive upon conversion of their Debentures and other statements of fact.

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.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities 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.

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