

October 28, 2016



iAnthus Announces Upsize of Previously Announced Bought Deal Financing to \$20.0 million

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TORONTO and NEW YORK, Oct. 28, 2016 /CNW/ - iAnthus Capital Holdings, Inc., (CSE: IAN) ("iAnthus" or the "Company"), today announced that it has entered into a revised agreement with a syndicate of underwriters led by Canaccord Genuity Corp. and including Beacon Securities Limited (the "Underwriters") to increase the size of its previously announced bought deal financing to an offering of 9,525,000 Units (the "Units") at a price of \$2.10 per Unit (the "Offering Price") for aggregate gross proceeds to iAnthus of \$20,002,500 (the "Upsized Offering").

As previously announced, each Unit will be comprised of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "Warrant"). Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") for a period of one year following the closing date of the Upsized Offering (the "Closing Date") at an exercise price of \$3.00 per Warrant Share. The Warrants will be subject to a 30-day forced exercise provision if the Company's daily volume weighted average share price is greater than \$4.00 for 15 consecutive trading days.

The Company will not be granting the Underwriters an over-allotment option in connection with the Upsized Offering.

The Units will be offered by way of a short form prospectus to be filed in all provinces of Canada, except Quebec. The Company intends to use the net proceeds from the Upsized Offering for working capital and general corporate purposes. The Upsized Offering is expected to close on November 17, 2016 and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the Canadian Securities Exchange and the applicable securities regulatory authorities.

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 press 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

iAnthus Capital Holdings, Inc., through its 100% owned subsidiary, iAnthus Capital Management, LLC, delivers a comprehensive solution for financing and managing licensed cannabis cultivators, processors and dispensaries throughout the United States. Founded by entrepreneurs with decades of experience in 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 a diversified portfolio of cannabis industry investments for its shareholders, including direct equity investments in for-profit license holders and lending facilities coupled with management services to not-for-profit license holders. 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," and similar expressions, are forward-looking statements.

Forward-looking statements may include, without limitation, statements including the anticipated closing and closing date of the Upsized Offering and anticipated use of proceeds 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; changes 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.

Contacts:

Corporate:

Julius Kalcevich

Director

iAnthus Capital Holdings, Inc.

647-705-5544

julius.kalcevich@ianthuscapital.com

US Investors:

Stephanie Prince

PCG Advisory

646-762-4518

SPrince@pcgadvisory.com

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