

November 15, 2016



## **iAnthus Announces \$1.5 Million Non-Brokered Private Placement**

TORONTO, ON and NEW YORK, NY--(Marketwired - November 15, 2016) -

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iAnthus Capital Holdings, Inc., (CSE: IAN) ("iAnthus" or the "Company"), today announces a private placement of up to 725,200 Units (as defined below) at a price of \$2.10 per Unit (the "Offering Price") for aggregate gross proceeds to iAnthus of up to \$1,522,920 (the "Private Placement").

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 12 months following the closing date of the Private Placement (the "Closing Date") at an exercise price of \$3.00 per Warrant Share, subject to adjustment in certain events. 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 pay any finder's fees in cash or securities in connection with the Private Placement. The Units will be subject to a statutory hold period lasting four months and one day following the Closing Date.

The Company intends to use the net proceeds from the Private Placement for working capital and general corporate purposes. The Private Placement is expected to close on or about November 18, 2016, concurrent with the closing of the bought deal offering (the "Bought Deal") that the Company announced on October 27, 2016 (please see the Company's news releases dated October 27 and October 28, 2016 for further information). The Private Placement 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 underwriters for the Bought Deal are not involved, directly or indirectly, in the offer and sale of the Units in the Private Placement.

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**

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 our 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](http://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 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; 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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