



iANTHUS CAPITAL HOLDINGS, INC.
Suite 414 - 420 Lexington Avenue
New York, NY, 10170, USA
Telephone No.: (212) 479-2572
Email: info@ianthuscapital.com

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

The annual general and special meeting (the “**Meeting**”) of both the holders of the Common Shares (the “**Common Shareholders**”) and the holders of the Class A Shares (the “**Class A Shareholders**”) (together “**all Shareholders**”) of **iAnthus Capital Holdings, Inc.** (the “**Corporation**”) will be held at Suite 4400 – 181 Bay Street, Toronto, Ontario, on Tuesday, November 14, 2017 at 10:00 a.m. (Eastern Time), for the following purposes:

1. To receive the consolidated financial statements for the Corporation’s financial year ended December 31, 2016 with the report of the auditor of the Corporation thereon together with the related management discussion and analysis; and for the Corporation’s six month financial period ended June 30, 2017, together with the related management discussion and analysis;
2. The Common Shareholders will be asked to elect directors of the Corporation for the ensuing year;
3. All Shareholders will be asked to appoint an auditor of the Corporation for the ensuing year;
4. All Shareholders will be asked to consider, and if thought fit, to approve the special resolution to authorize and approve an alteration of the Articles of the Corporation to include the Advance Notice Provision, as detailed in the accompanying Management Proxy Circular;
5. The Class A Shareholders of the Corporation will be asked to consider, and if thought fit, to ratify, confirm and approve adoption of the Class A Share Option Plan, as detailed in the accompanying Management Proxy Circular; and
6. 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.

Management is not currently aware of any other matters that could come before the Meeting. A Management Proxy Circular accompanies this Notice together with a form of proxy and a financial statements request form. The Management Proxy Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are asked to complete, date and sign the enclosed form of proxy or complete another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Management Proxy Circular.

An unregistered (beneficial) shareholder who plans to attend the Meeting must follow the instructions set out in the Management Proxy Circular to ensure that their shares are voted at the Meeting. If you hold your shares in a brokerage account you are an unregistered (beneficial) shareholder.

DATED at Toronto, Ontario, this 16th day of October, 2017.

BY ORDER OF THE BOARD

“Hadley C. Ford”

**Hadley C. Ford
Chief Executive Officer**