

FORM 7

MONTHLY PROGRESS REPORT

Name of Listed Issuer: iAnthus Capital Holdings, Inc. (the "Issuer").

Trading Symbol: IAN

Number of Outstanding Listed Securities: 171,718,192

Date: April 30, 2020

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by Exchange Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the Exchange website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" or "Company" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

During the month of April, iAnthus Capital Holdings, Inc., (the "Company") opened two dispensaries in Florida

On April 6, 2020, the Company announced that it did not make applicable interest payments due on its 13.0% Senior Secured Debentures and 8.0% Unsecured Convertible Debentures due on March 31, 2020. iAnthus attempted in good faith to negotiate with the holders of the Secured Debentures for temporary relief of interest payments, but the parties were not able to reach a satisfactory agreement. As a result, iAnthus and its subsidiaries did not fund the March 31, 2020 interest payment totaling \$4.4 million to the holders of the Secured Debentures and Unsecured Debentures, and the applicable cure period prior to triggering an event of default of the Secured Debentures has lapsed. The Company is currently in default of the obligations to its Secured Debenture holders and the existence of such default triggers a cross-default of the obligation to its Unsecured Debenture holders.

On April 6, 2020, the Company's Board of Directors formed a Special Committee, comprised of the five independent, non-management directors. The Special Committee was formed to:

- **investigate any potential conflicts of interest and/or required disclosures with respect to the Company's CEO and certain related parties; and**
- **with a view to the best interests of the Company, explore and consider strategic alternatives available to the Company in light of the prospective liquidity requirements of the Company, the condition of the capital markets affecting companies in the cannabis industry and the rapid change in the state of the economy and capital markets generally caused by COVID-19, including but not limited to:**
- **renegotiation of existing financing arrangements and other material contracts, including any amendments, waivers, extensions or similar agreements with the lenders to and/or stakeholders of the Company and/or its subsidiaries that the Special Committee determines are in the best interests of the Company and/or its subsidiaries;**
- **managing available sources of capital, including equity investments or debt financing or refinancing and the terms thereof;**

- implementing the operational and financial restructuring of the Company and its subsidiaries and their respective businesses, assets and licensure and other rights; and
- implementing other potential strategic transactions.

During the month of April, the Special Committee engaged Canaccord Genuity Corp. as its financial advisor to assist the Special Committee in analyzing various strategic alternatives to address its capital structure and to position the Company for further success. With the assistance of its financial advisor, iAnthus will continue to be actively engaged in discussions with holders of the Secured Debentures and Unsecured Debentures to maximize value for all stakeholders. Additionally, the Company will continue to pursue financing options to infuse additional cash into the business, while also exploring other strategic and financial opportunities. At present, there can be no assurance as to what, if any, alternative might be pursued by the Company and there can be no assurance that the Company will reach any solution with the Company's holders of the Secured Debentures and Unsecured Debentures, or as to the terms of any solution, if achieved.

On April 6, 2020, the Company announced the postponement of filing and release of its fourth quarter and full year 2019 financial results, previously scheduled for April 7, 2020.

On April 27, 2020, the Company announced the conclusion of Special Committee's investigation related to allegations made on March 31, 2020, which broadly stated that Hadley Ford, the Company's CEO, is or has been acting in a conflict of interest and has misused iAnthus' resources to his own benefit. In response, the Board determined that it was in the best interests of the Company to form the Special Committee and retain outside counsel to conduct a detailed investigation.

The Special Committee's investigation examined all material allegations against the Company included in the Online Report. Two allegations were substantiated, and the Special Committee recommended further action.

The Special Committee concluded, and the Board accepted, that Mr. Ford entered into two undisclosed loans (one loan for US\$100,000.00 with a related-party and the other for US\$60,000.00 with a non-arm's length party) and those loans created a potential or apparent conflict and should have been disclosed to the Board in a timely way.

With respect to the loan with the related-party, the Online Report included an allegation that Mr. Ford entered into an undisclosed loan transaction with the managing member (the "Managing Member") of iAnthus' senior secured lender, Gotham Green Partners ("Gotham Green"). The Special Committee considered the allegation and the relevant details, are summarized as follows:

On December 20, 2019 (the "December 2019 News Release"), iAnthus and Gotham Green closed an additional US\$36.15 million of senior secured convertible notes from Gotham Green and additional co-investors (the "Third Tranche").

A day after the close of the Third Tranche, on December 21, 2019, Ford (as borrower) and the Managing Member (as lender), entered into a loan for the principal sum of US\$100,000, documented by an email. The loan bore no interest and was to be repayable on March 31, 2020. The loan has not been repaid.

The Special Committee did not find a basis to conclude that Ford's conduct in the face of the potential or apparent conflict impacted the terms, timing, or negotiations the Company had with the related-party or the non-arm's length party. Nevertheless, the Special Committee concluded, and the Board accepted, that the failure to disclose such personal loans to the Board was a breach of the Company's conflict policies and other obligations as an officer and director of the Company.

On April 27, 2020, the Board accepted Ford's immediate resignation as CEO. Ford also resigned as a director of the Company and as an officer and director of the Company's subsidiaries. On the same date, the Board appointed Randy Maslow as interim CEO. Mr. Maslow is the co-founder of iAnthus and has served as the President and a director of the Company since its inception.

On April 29, 2020, the Company announced that due to delays caused by the COVID-19 pandemic, the Company will be relying on the general order of the Ontario Securities Commission (the "OSC") made under Ontario Instrument 51-502 entitled "Temporary Exemption from Certain Corporate Finance Requirements" ("OSC Instrument 51-502"), dated March 23, 2020, to postpone the filing of its annual financial statements and accompanying management's discussion and analysis for the financial year ended December 31, 2019 (collectively, the "Annual Filings") and the interim financial statements and accompanying management's discussion and analysis for the three months ended March 31, 2020 (collectively, the "Interim Filings").

In response to the COVID-19 pandemic, the OSC and other securities regulatory authorities in Canada have granted coordinated blanket exemptions allowing issuers an additional 45-day period to complete their regulatory filings that were otherwise due during the period from March 23, 2020 to June 1, 2020. The Company will be relying on the temporary exemption pursuant to OSC Instrument 51-502 in respect of the following filing requirements:

- the requirement to file audited financial statements for the year ended December 31, 2019 (the "Annual Financial Statements") within 120 days of the Company's financial year end, as required by Section 4.2(b) of National Instrument 51-102 Continuous Disclosure Obligations ("NI 51-102");

- the requirement to file interim financial statements for the three month period ended March 31, 2020 (the "Interim Financial Statements") within 60 days of the Company's first quarter, as required by Section 4.4(b) of NI 51-102;
- the requirement to file management's discussion and analysis for the period covered by the Annual Financial Statements within 120 days of the Company's financial year end, as required by Section 5.1(2) of NI 51-102; and
- the requirement to file management's discussion and analysis for the period covered by the Interim Financial Statements within 60 days of the Company's first quarter, as required by Section 5.1(2) of NI 51-102.

In addition, the Company also intends to rely on the temporary exemption to extend the date by which it must, under applicable securities laws, send an annual request form, as required by Section 4.6(1) of NI 51-102, and deliver annual or interim financial statements and management's discussion and analysis, including the Annual Filings and Interim Filings, as required by Sections 4.6(3) and (5) and Sections 5.6(1) and (3) of NI 51-102.

The Company presently anticipates being able to complete and file its Annual Filings on or before May 29, 2020 and its Interim Filings by June 30, 2020. As a result of this change to the Company's filing date of the Annual Filings, the Company's earnings news release for the fourth quarter and full year 2019 as well as the previously announced conference call for financial analysts and investors will be rescheduled. The Company will provide a further update on the exact timing of its Annual Filings and Interim Filings as well as the earnings news release and the conference call.

Until the Company has filed and announced the required Annual Filings and Interim Filings, members of management and other insiders are subject to an insider trading black-out policy that reflects the principals in section 9 of National Policy 11-207 Failure to File Cease Trade Orders and Revocations in Multiple Jurisdictions.

2. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

N/A

3. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

N/A

4. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

N/A

5. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

N/A

6. Describe the acquisition of new customers or loss of customers.

N/A

7. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

N/A

8. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

During the month of April, the Company conducted limited terminations and furloughs, including as a result of the COVID-19 pandemic and the Company's Strategic Alternatives Review Process.

9. Report on any labour disputes and resolutions of those disputes if applicable.

N/A

10. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

The Company has been named as a defendant in several legal actions and is subject to various risks and contingencies arising in the normal course of business.

The Company is currently reviewing the matters with counsel and has not yet determined the range of potential losses. Management is of the view that the actions do not present material financial risks to the Company.

- **There is a claim from a former consultant against MPX Biocetical ULC (“MPX), a Company subsidiary, with respect to alleged consulting fees owed by MPX to the consultant, claiming the right to receive approximately \$500,000 and punitive damages.**
- **There is a claim from two former noteholders against MPX, with respect to alleged payments of \$1,250,000 made by the noteholders to MPX predecessor entity.**
- **There is a claim against the Company and MPX, with respect to a prior acquisition made by MPX’s predecessor entity, claiming \$3,000,000 in connection with alleged contractual obligations of MPX’s predecessor entity.**

11. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

N/A

12. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾
None	None	None	None

(1) State aggregate proceeds and intended allocation of proceeds.

13. Provide details of any loans to or by Related Persons.

N/A

14. Provide details of any changes in directors, officers or committee members.

April 27, 2020 – Hadley Ford resigned as CEO and director of the Company and as an officer and director of the Company's subsidiaries.

April 27, 2020 – Randy Maslow was appointed interim CEO.

15. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

The Company may be impacted by business interruptions resulting from pandemics and public health emergencies, including those related to COVID-19. An outbreak of infectious disease, a pandemic, or a similar public health threat, such as the recent outbreak of COVID-19, or a fear of any of the foregoing, could adversely impact the Company by causing operating, manufacturing, supply chain, and project development delays and disruptions, labor shortages, travel, and shipping disruption and shutdowns (including as a result of government regulation and prevention measures). It is unknown whether and how the Company may be affected if such a pandemic persists for an extended period of time, including as a result of the waiver of regulatory requirements or the implementation of emergency regulations to which the Company is subject. Although the Company has been deemed essential and/or has been permitted to continue operating its facilities in the states in which it cultivates, processes, manufactures, and sells cannabis during the pendency of the COVID-19 pandemic, there is no assurance that the Company's operations will continue to be deemed essential and/or will continue to be permitted to operate. The Company may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results, financial condition and the trading price of the Company's common shares.

Regulatory Risks

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Negative Operating Cash Flows

As the Company is in the early start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can realize stable cash flow from operations.

Risks Related as a Going Concern

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its members. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Passive Foreign Investment Company

There is a risk that the Company is a passive foreign investment company ("PFIC"). If the Company is a passive foreign investment company, its shareholders in the U.S. are likely subject to adverse U.S. tax consequences. Under U.S. federal income tax laws, if a company is a PFIC for any year, it could have adverse U.S. federal income tax consequences to a U.S. shareholder with respect to its investment in the Company's shares. The Company earns significant royalty and franchise revenue, which may be treated as passive income unless the royalty and franchise revenue is derived in the active conduct of a trade or business. Assessing whether royalty or franchise revenue received by the Company and its subsidiaries is derived in the active conduct of a trade or business involves substantial factual and legal ambiguity.

Therefore, whether the Company is a PFIC is unclear, and the Company believes there is a significant risk that the Company will be considered a PFIC currently or in the future. The Company has not yet made a determination as to whether the Company is a PFIC, and even if the Company were to make determinations of its PFIC status, there can be no assurances that the U.S. Internal Revenue Service will agree with such determinations. Furthermore, because PFIC determinations are made annually, it is possible that the Company will meet the requirements to be treated as a PFIC in one or more years but not meet such requirements in other years. U.S. shareholders should consult their own tax advisors regarding the potential adverse tax consequences to owning PFIC stock, and whether they are

able to and should make any elections or take other actions to mitigate such potential adverse tax consequences.

Cannabis-related Practices or Activities are Illegal Under U.S. Federal Laws

The concepts of “medical cannabis” and “retail cannabis” do not exist under U.S. federal law. The Federal Controlled Substances Act classifies “marihuana” as a Schedule I drug. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of safety for the use of the drug under medical supervision. As such, cannabis-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. federal law. Strict compliance with state laws with respect to cannabis will neither absolve the Company of liability under U.S. federal law, nor will it provide a defence to any federal proceeding which may be brought against the Company. Any such proceedings brought against the Company may adversely affect the Company’s operations and financial performance.

Dividends

The Company does not anticipate paying any dividends on the common shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated April 2020.

Julius Kalcevich
Name of Director or Senior
Officer

"Julius Kalcevich"
Signature

CFO & Corporate Secretary
Official Capacity

<i>Issuer Details</i> Name of Issuer	For Month End	Date of Report YY/MM/DD
iAnthus Capital Holdings, Inc.	April, 2020	20/04/30
Issuer Address		
22 Adelaide Street West, Suite 2740		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Toronto, ON M5H 4E3	(778) 329- 9361	(647) 705-5544
Contact Name	Contact Position	Contact Telephone No.
Julius Kalcevich	CFO, Director	(647) 705-5544
Contact Email Address	Web Site Address	
Julius.kalcevich@ianthus.com	www.ianthuscapital.com	