

iAnthus

iAnthus Provides Update on Recapitalization Transaction

- *Outside Date definition in Restructuring Support Agreement Amended*
- *iAnthus Announces Postponement of Annual General Meeting*

NEW YORK, NY and TORONTO, ON – June 16, 2021 – iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”) (CSE: IAN, OTCQX: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States provides an update on its recapitalization transaction (the “**Recapitalization Transaction**”). As previously disclosed, securityholder approval and Court approval were two of the primary conditions for closing the Recapitalization Transaction, both of which conditions have been satisfied. The closing of the Recapitalization Transaction remains subject to certain closing conditions as set forth in the Restructuring Support Agreement dated July 10, 2020 (the “**RSA**”).

Specifically, certain of the transactions contemplated by the Recapitalization Transaction have triggered the requirement for an approval by state-level regulators in certain U.S. states with jurisdiction over the licensed cannabis operations of entities owned, in whole or in part or controlled directly or indirectly, by iAnthus in such states.

On February 23, 2021, the Nevada Cannabis Compliance Board approved the proposed change of ownership and control of the Company’s wholly-owned subsidiary, GreenMart of Nevada NLV, LLC, contemplated by the Recapitalization Transaction. Similar state-level regulatory approvals are being sought in Florida, Massachusetts, Maryland, New York, New Jersey, and Vermont.

The Company continues to work with the Lenders and Consenting Debenture Holders (as such terms are defined in the RSA) towards obtaining the required regulatory approvals. As the Company closely monitors regulatory approval developments, the Company, the Lenders and the Consenting Debenture Holders have agreed to amend the date of ‘June 30, 2021’ to ‘August 31, 2021’ in the definition of “Outside Date” as that term is defined in the RSA.

In the interim, the Lenders and Consenting Debenture Holders have agreed to provide the Company with enhanced disclosure as to their ongoing discussions and correspondence with state-level regulators necessary for regulatory approvals to be granted. The parties have also agreed to cooperate and work in good faith to settle the terms of a long-term incentive plan for certain essential employees of the Company and certain of its subsidiaries.

A copy of the RSA is available under the Company’s profile on SEDAR at www.sedar.com and was filed on July 20, 2020.

Annual General Meeting

As disclosed in the Company’s news release dated November 12, 2020, the BC Registrar of Companies (the “**BC Registrar**”) granted the Company a six-month extension extending the deadline to hold the Company’s Annual General Meeting for the year 2020 (the “**2020 AGM**”) from December 31, 2020 to June 30, 2021.

The BC Registrar has granted the Company a further four-month extension extending the deadline to hold the 2020 AGM from June 30, 2021 to October 31, 2021.

About iAnthus

iAnthus owns and operates licensed cannabis cultivation, processing and dispensary facilities throughout the United States. For more information, visit www.iAnthus.com.

COVID-19 Risk Factor

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.

Forward Looking Statements

Statements in this news release contain forward-looking statements. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of management, are not guarantees of performance and are subject to significant risks and uncertainty. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in Company's reports that it files from time to time with the SEC and the Canadian securities regulators which you should review including, but not limited to, the Company's Annual Report on Form 10-K filed with the SEC. 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 relating to the Company's financial performance, business development and results of operations and the timing and outcome of the closing of the Recapitalization Transaction.

These forward-looking statements should not be relied upon as predictions of future events, and the Company cannot assure you that the events or circumstances discussed or reflected in these statements will be achieved or will occur. If such forward-looking statements prove to be inaccurate, the inaccuracy may be material. You should not regard these statements as a representation or warranty by the Company or any other person that it will achieve its objectives and plans in any specified timeframe, or at all. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this news release. The Company disclaims any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this news release or to reflect the occurrence of unanticipated events, except as required by law.

The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.

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