



DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto ON M5X 1E2
www.dlapiper.com

DLA Piper (Canada) LLP

T 416.365.3500
F 416.365.7886

November 14, 2016

VIA SEDAR

Alberta Securities Commission
British Columbia Securities Commission
The Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities, Service
Newfoundland & Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities (Prince Edward Island)
Financial and Consumer Affairs Authority of Saskatchewan

Dear Sirs/Mesdames:

Re: iAnthus Capital Holdings, Inc. - Final Short Form Prospectus dated November 14, 2016

We refer to the final short form prospectus (the "**Prospectus**") of iAnthus Capital Holdings, Inc. (the "**Corporation**") dated November 14, 2016 relating to an offering of units of the Corporation.

We hereby consent to the reference to our name on page "iii" of the Prospectus and to the use of our opinion under the headings "Eligibility for Investment", "Certain Canadian Federal Income Tax Considerations" and "Legal Matters", which opinion is provided as of the date of the Prospectus.

We confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are derived from our opinion referred to under the headings "Eligibility for Investment", "Certain Canadian Federal Income Tax Considerations" and "Legal Matters", or that are within our knowledge as a result of the services we performed in connection with such opinion.

Sincerely,

(signed) DLA Piper (Canada) LLP