

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

iAnthus Capital Holdings, Inc. (the “**Company**”)
Suite 300, 420 Lexington Avenue
New York, NY 10170
U.S.A.

Item 2. Date of Material Change

February 28, 2017

Item 3. News Release

News release dated February 28, 2017 was disseminated via Marketwired and filed on SEDAR on February 28, 2017.

Item 4. Summary of Material Change

The Company closed its previously announced bought deal private placement of 8.0% unsecured convertible debentures for aggregate gross proceeds of C\$20 million.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company closed its previously announced bought deal private placement of 8.0% unsecured convertible debentures (the “**Debentures**”) for aggregate gross proceeds of C\$20 million (the “**Offering**”). The Debentures are convertible at the option of the holder into common shares of the Company (the “**Common Shares**”) at any time prior to the close of business on February 28, 2019 at a conversion price of C\$3.10 per Common Share (the “**Conversion Price**”), subject to adjustment and acceleration in certain events. Beginning on June 29, 2017, the Company may force the conversion of all of the principal amount of the then outstanding Debentures at the Conversion Price on 30 days prior written notice should the daily volume weighted average trading price of the Common Shares be greater than C\$4.50 for any 10 consecutive trading days. The syndicate for the Offering was led by Canaccord Genuity Corp. and included Beacon Securities Limited. All securities issued pursuant to the Offering are subject to a statutory four month hold period in accordance with Canadian securities law.

The Company intends to use the net proceeds of the Offering to fund the credit facility with The Green Solution LLC and for general corporate and working capital purposes.

For further details on the Offering, please refer to the Company's news releases dated February 6 and 7, 2017.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Julius Kalcevich, Chief Financial Officer
Telephone: 647-705-5544.

Item 9. Date of Report

March 8, 2017.