

**FORM 13-502F1
CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE**

MANAGEMENT CERTIFICATION

I, Julius Kalcevich, an officer of the reporting issuer noted below have examined this Form 13-502F1 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) "Julius Kalcevich"
Name: Julius Kalcevich
Title: Chief Financial Officer

May 1, 2017
Date:

Reporting Issuer Name: iAnthus Capital Holdings, Inc.

End date of previous financial year: December 31, 2016

Type of Reporting Issuer: **Class 1 reporting issuer** **Class 3B reporting issuer**

Highest Trading Marketplace: Canadian Securities Exchange
(refer to the definition of "highest trading marketplace" under OSC Rule 13-502 Fees)

Market value of listed or quoted equity securities:
(in Canadian Dollars - refer to section 7.1 of OSC Rule 13-502 Fees)

Equity Symbol

IAN

1st Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

- _____ to - _____

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace

\$ _____ (i)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period

_____ (ii)

Market value of class or series

(i) x (ii) \$ _____ (A)

2nd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 Fees)

- _____ to - _____

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ _____ (iii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period _____ (iv)

Market value of class or series (iii) x (iv) \$ _____ (B)

3rd Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

07/09/16 to 30/09/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ 1.70 (v)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 5,683,066 (vi)

Market value of class or series (v) x (vi) \$ 9,661,212.20 (C)

4th Specified Trading Period (dd/mm/yy)

(refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

01/10/16 to 31/12/16

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace 2.33 (vii)

Number of securities in the class or series of such security outstanding at the end of the last trading day of the specified trading period 15,976,269 (viii)

Market value of class or series (vii) x (viii) \$ 37,224,706.77 (D)

5th Specified Trading Period (dd/mm/yy)

(if applicable - refer to the definition of "specified trading period" under OSC Rule 13-502 *Fees*)

_____ to _____

Closing price of the security in the class or series on the last trading day of the specified trading period in which such security was listed or quoted on the highest trading marketplace \$ _____ (ix)

Number of securities in the class or series of such _____ (x)

security outstanding at the end of the last trading day of the specified trading period

Market value of class or series (ix) x (x) \$ _____ (E)

Average Market Value of Class or Series

(Calculate the simple average of the market value of the class or series of security for each applicable specified trading period (i.e. A through E above))

\$24,442,959.485 _____ (1)

(Repeat the above calculation for each other class or series of equity securities of the reporting issuer (and a subsidiary pursuant to paragraph 2.8(1)(c) of OSC Rule 13-502 Fees, if applicable) that was listed or quoted on a marketplace at the end of the previous financial year)

Fair value of outstanding debt securities:

(See paragraph 2.8(1)(b), and if applicable, paragraph 2.8(1)(c) of OSC Rule 13-502 Fees)

\$735,324.00 _____ (2)

(Provide details of how value was determined)

Capitalization for the previous financial year (1) + (2) \$24,178,283.485 _____

Participation Fee

(For Class 1 reporting issuers, from Appendix A of OSC Rule 13-502 Fees, select the participation fee)

\$1,070.00 _____

(For Class 3B reporting issuers, from Appendix A.1 of OSC Rule 13-502 Fees, select the participation fee)

Late Fee, if applicable

(As determined under section 2.7 of OSC Rule 13-502 Fees)

\$0 _____

Total Fee Payable

(Participation Fee plus Late Fee)

\$1,070.00 _____

FORM 13-502F1

CLASS 1 AND CLASS 3B REPORTING ISSUERS – PARTICIPATION FEE

Reporting Issuer: iAnthus Capital Holdings, Inc.
End date of previous financial year: December 31, 2016
Type of Reporting Issuer: Class 1 Reporting Issuer
Highest Trading Market: Canadian Securities Exchange

DETAILS OF FAIR VALUE OF OUTSTANDING DEBT SECURITIES

8% unsecured convertible promissory notes dated February 10, 2016.	\$735,324
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The Company uses the fair-value method of accounting for convertible debentures and derivative liabilities. Under this method, the convertible feature of the promissory note was measured at fair value at recognition and is subsequently re-measured each reporting period and the change in fair values is expensed in the reporting period. The fair value is measured using the Black-Scholes option pricing model. Significant estimate is involved in assessing the terms and conditions of the conversion feature and in determining the appropriate volatility used in the model.