

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Vu Justin LiemPha</u> (Last) (First) (Middle) C/O IANTHUS CAPITAL HOLDINGS, INC. 214 KING STREET WEST, SUITE 314 (Street) TORONTO A6 M5H 3S6 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/05/2024	3. Issuer Name and Ticker or Trading Symbol <u>IANTHUS CAPITAL HOLDINGS, INC. [ITHUF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Interim CFO	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,949,641 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Represents a grant of restricted stock units pursuant to the Issuer's Amended and Restated Omnibus Incentive Plan dated October 15, 2018 (the "Plan"). Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock following vesting. Subject to accelerated vesting in certain circumstances, the restricted stock units are scheduled to vest in three (3) equal annual installments on June 27, 2024, June 27, 2025 and June 25, 2026, subject to the reporting person's continued service with the Issuer. The shares (or, in the sole discretion of the Issuer, cash in the amount equal to the Fair Market Value (as defined in the Plan) of such shares on the delivery date) subject to any vested restricted stock units shall be delivered to the reporting person within 73 days following the vesting date applicable to such restricted stock units.

Justin Vu

04/12/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.