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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 26, 2025

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**iAnthus Capital Holdings, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**British Columbia**  
(State or Other Jurisdiction  
of Incorporation)

**000-56228**  
(Commission File Number)

**98-1360810**  
(IRS Employer  
Identification No.)

**214 King Street West  
Suite 400  
Toronto, Ontario**  
(Address of Principal Executive Offices)

**M5H 3S6**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (646) 518-9418**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class</b> | <b>Trading<br/>Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|----------------------------|------------------------------|--|
| N/A                        | N/A                          | N/A  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 26, 2025, iAnthus Capital Holdings, Inc. (the “Company”) held its 2025 annual general meeting of shareholders (the “Annual Meeting”). As at May 28, 2025, the record date for the Annual Meeting, there were 6,735,929,933 common shares outstanding and entitled to notice of and to vote at the Annual Meeting. A total of 4,035,004,893 common shares, constituting a quorum, were represented in person or by valid proxies at the Annual Meeting. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting, as set forth in the Company’s Definitive Proxy Statement, filed with the Securities and Exchange Commission on May 30, 2025, are as follows:

*Proposal 1. At the Annual Meeting, the Company’s shareholders voted to elect the following individuals as directors of the Company until the next annual meeting of shareholders at which election of directors is considered, or until his or her successor is duly elected or appointed. The results of the vote to elect the five director nominees were as follows:*

| Directors                 | For           | Against | Abstentions | Broker Non-Votes |
|---------------------------|---------------|---------|-------------|------------------|
| Scott Cohen               | 3,900,531,274 | 0       | 2,762,009   | 45,741,620       |
| Michelle Mathews-Spradlin | 3,900,899,870 | 0       | 2,393,413   | 45,741,620       |
| Kenneth W. Gilbert        | 3,900,852,175 | 0       | 2,441,108   | 45,741,620       |
| Alexander Shoghi          | 3,900,920,107 | 0       | 2,373,176   | 45,741,620       |
| Richard Proud             | 3,900,805,331 | 0       | 2,487,952   | 45,741,620       |

*Proposal 2. At the Annual Meeting, the Company’s shareholders approved to re-appoint PKF O’Connor Davies, LLP (“PKF”), Chartered Professional Accountants, as auditor of the Company for the fiscal year ending December 31, 2025 and to authorize the directors to fix their remuneration. The results of the vote to re-appoint PKF were as follows:*

| For           | Against | Abstain   | Broker Non-Votes |
|---------------|---------|-----------|------------------|
| 3,946,047,187 | 0       | 2,987,716 | 0                |

**Item 8.01 Other Events.**

On June 27, 2025, the Company issued a press release announcing the results of the Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1, which is incorporated herein by reference.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | <a href="#">Press release dated June 27, 2025</a>                 |
| 104         | Inline XBRL for the cover page of this Current Report on Form 8-K |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IANTHUS CAPITAL HOLDINGS, INC.

Date:

By: */s/ Richard Proud*  
Richard Proud  
Chief Executive Officer

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# iAnthus

## **iAnthus Announces Results from Annual General Meeting**

NEW YORK, NY and TORONTO, ON – June 27, 2025 – iAnthus Capital Holdings, Inc. (“**iAnthus**” or the “**Company**”) (CSE: IAN, OTCPK: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, is pleased to report the results for the Annual General Meeting of Shareholders of iAnthus held on Thursday, June 26, 2025 at 12:00 p.m. (Eastern Time).

All matters put forward before the iAnthus shareholders (the “**Shareholders**”) for consideration and approval as set out in the Proxy Statement dated May 21, 2025, were approved by the Shareholders. Specifically, the Shareholders: (i) approved the election of Scott Cohen, Michelle Mathews-Spradlin, Kenneth W. Gilbert, Alexander Shoghi, and Richard Proud as directors of the Company; and (ii) approved the appointment of PKF O'Connor Davies, LLP as auditors of the Company.

### **About iAnthus**

iAnthus owns and operates licensed cannabis cultivation, processing and dispensary facilities throughout the United States. For more information, visit [www.iAnthus.com](http://www.iAnthus.com).

**Neither the Canadian Securities Exchange nor the U.S. Securities and Exchange Commission has reviewed, approved or disapproved the content of this news release.**

Corporate/Media/Investors:  
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iAnthus Capital Holdings, Inc.  
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