

City

NEW YORK

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours per response: 4.0

Phone No. of Issuer

212-479-2528

ZIP/Postal Code

10170

	<b>g</b> ., ,	per response: 4.0
. Issuer's Identity		
IK (Filer ID Number)	Previous Name(s) None	Entity Type
0001643154	GENARCA HOLDINGS	
ame of Issuer	LTD	Corporation
iANTHUS CAPITAL HOLDI	NGS,	Limited Partnership
INC.		Limited Liability Company
urisdiction of ncorporation/Organization		General Partnership
BRITISH COLUMBIA,		Business Trust
CANADA		Other
Year of Incorporation/Organ  O Over Five Years Ago	ization	
Within Last Five Years	2013	
(Specify Year) C Yet to Be Formed	2013	
Tet to be Pormed		
2. Principal Place o	of Business and Contact In	nformation
Name of Issuer		
iANTHUS CAPITAL HOLDI	NGS, INC.	
Street Address 1	Street Address	2
SUITE 1980, 1075 WEST GEO	ORGIA ST.	
City	State/Province/Country ZIP/Posta	al Code Phone No. of Issuer
VANCOUVER	BRITISH COLUMBIA, V6E 3C	9 604-688-9588
	CANADA	
1. Issuer's Identity CIK (Filer ID Number)  0001630716  Name of Issuer  iANTHUS CAPITAL MANAGEMENT, LLC  Jurisdiction of Incorporation/Organization  BRITISH COLUMBIA, CANADA	Previous Name(s) None  IANTHUS CAPITAL  MANAGEMENT LLC	Entity Type  Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other
Year of Incorporation/Organ	ization	
Over Five Years Ago Within Last Five Years	2014	
(Specify Year)	2014	
O Yet to Be Formed		
Duin sin al Di	of Dunings and Out to the	of a war of i a r
	of Business and Contact In	niormation
Name of Issuer	CENTRAL	
IANTHUS CAPITAL MANA		
treet Address 1	Street Address	2
420 LEXINGTON AVE SUIT	E 300	

State/Province/Country

NEW YORK

Last Name  First Name  Middle Name  FORD  Street Address 1  Street Address 2  SUITE 414, 420 LEXINGTON AVENUE  City  State/Province/Country  ZIP/Postal Code  NEW YORK  NEW YORK  Relationship:  Executive Officer  Director  Promoter  Clarification of Response (if Necessary)  Manager of iAnthus Capital Management, LLC.
Street Address 1  SUITE 414, 420 LEXINGTON AVENUE  City State/Province/Country ZIP/Postal Code  NEW YORK  NEW YORK  Relationship: Executive Officer Director  Clarification of Response (if Necessary)
City State/Province/Country ZIP/Postal Code  NEW YORK I 10170  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)
City State/Province/Country ZIP/Postal Code  NEW YORK  NEW YORK  10170  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)
NEW YORK  Relationship:  Executive Officer  Director  Promoter  Clarification of Response (if Necessary)
Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)
Clarification of Response (if Necessary)
Clarification of Response (if Necessary)
Manager of iAnthus Capital Management, LLC.
Last Name First Name Middle Name
MASLOW RANDY
Street Address 1 Street Address 2
SUITE 414, 420 LEXINGTON AVENUE
City State/Province/Country ZIP/Postal Code
NEW YORK NEW YORK 10170
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Manager of iAnthus Capital Management, LLC.
Last Name First Name Middle Name
HENDERSON
Street Address 1 Street Address 2
SUITE 1980, 1075 WEST GEORGIA ST.
City State/Province/Country ZIP/Postal Code
City State/Province/Country ZIP/Postal Code  VANCOUVER BRITISH COLUMBIA, CANADA V6E 3C9
City State/Province/Country ZIP/Postal Code
City State/Province/Country ZIP/Postal Code  VANCOUVER BRITISH COLUMBIA, CANADA V6E 3C9
City State/Province/Country ZIP/Postal Code  VANCOUVER BRITISH COLUMBIA, CANADA V6E 3C9  Relationship: Executive Officer Director Promoter
City State/Province/Country ZIP/Postal Code  VANCOUVER BRITISH COLUMBIA, CANADA V6E 3C9  Relationship: Executive Officer Director Promoter
City State/Province/Country ZIP/Postal Code  VANCOUVER  BRITISH COLUMBIA, CANADA  V6E 3C9  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)
City State/Province/Country ZIP/Postal Code  VANCOUVER  BRITISH COLUMBIA, CANADA  V6E 3C9  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)  Last Name First Name Middle Name
City State/Province/Country ZIP/Postal Code  VANCOUVER  BRITISH COLUMBIA, CANADA  V6E 3C9  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)  Last Name First Name Middle Name  BOXER  RICHARD
City State/Province/Country ZIP/Postal Code  VANCOUVER  BRITISH COLUMBIA, CANADA  V6E 3C9  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)  Last Name First Name Middle Name  BOXER  RICHARD  Street Address 1  Street Address 2
City State/Province/Country ZIP/Postal Code  VANCOUVER  BRITISH COLUMBIA, CANADA  V6E 3C9  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)  Last Name First Name Middle Name  BOXER  RICHARD  Street Address 1 Street Address 2  SUITE 414, 420 LEXINGTON AVENUE
City State/Province/Country ZIP/Postal Code  VANCOUVER  BRITISH COLUMBIA, CANADA  V6E 3C9  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)  Last Name First Name Middle Name  BOXER  RICHARD  Street Address 1 Street Address 2  SUITE 414, 420 LEXINGTON AVENUE  City State/Province/Country ZIP/Postal Code
City State/Province/Country ZIP/Postal Code  VANCOUVER  BRITISH COLUMBIA, CANADA  V6E 3C9  Relationship: Executive Officer Director Promoter  Clarification of Response (if Necessary)  Last Name First Name Middle Name  BOXER  RICHARD  Street Address 1 Street Address 2  SUITE 414, 420 LEXINGTON AVENUE

Last Name	First Name		Middle Name
KALCEVICH	JULIUS		
Street Address 1		Street Address 2	2
SUITE 414, 420 LEXINGTON A	VENUE		
City	State/Province/	/Country	ZIP/Postal Code
NEW YORK	NEW YORK		10170
Relationship: Execu	ntive Officer	<b></b> Director	Promoter
		Director	Tromoter
Clarification of Response (if Necessar	y)		
Last Name	First Name		Middle Name
ROSEN	PAUL		
treet Address 1	-1 [	Street Address 2	⊒i 2
SUITE 414, 420 LEXINGTON A	VENUE		
City	State/Province/	/Country	ZIP/Postal Code
NEW YORK	NEW YORK	:	10170
			_
I. Industry Group			
	Health C		<sup>C</sup> Retailing
	C Bio	technology	C Retailing
Agriculture	C Bio		C Restaurants
Agriculture Banking & Financial Services	C Bio C Hea C Hos	technology alth Insurance	© Restaurants Technology
Agriculture  Banking & Financial Services  Commercial Banking  Insurance Investing	C Bio C Hes C Hos C Pha	technology alth Insurance spitals & Physicians	C Restaurants Technology Computers
Agriculture  Banking & Financial Services  Commercial Banking  Insurance Investing Investing Investment Banking	C Bio C Hes C Hos C Pha	technology alth Insurance spitals & Physicians armaceuticals	C Restaurants  Technology C Computers C Telecommunications
Agriculture  Banking & Financial Services  C Commercial Banking C Insurance C Investing C Investment Banking C Pooled Investment Fund	C Bio C Hes C Hos C Pha	technology alth Insurance spitals & Physicians armaceuticals	C Restaurants  Technology Computers C Telecommunications C Other Technology
Agriculture  Banking & Financial Services  Commercial Banking  Insurance Investing Investing Investment Banking	C Bio C Hes C Hos C Pha	technology alth Insurance spitals & Physicians armaceuticals aer Health Care	C Restaurants  Technology C Computers C Telecommunications C Other Technology  Travel
Agriculture  Banking & Financial Services  Commercial Banking Insurance Investing Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services	C Bio C Hes C Hos C Pha	technology alth Insurance spitals & Physicians armaceuticals arer Health Care	C Restaurants  Technology C Computers C Telecommunications C Other Technology  Travel C Airlines & Airports
Agriculture  Banking & Financial Services  Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services  Business Services Energy	C Bio C Hea C Hos C Pha C Oth C Manufac Real Est	technology alth Insurance spitals & Physicians armaceuticals arer Health Care eturing ate anmercial	C Restaurants  Technology C Computers C Telecommunications C Other Technology  Travel
Agriculture  Banking & Financial Services  Commercial Banking  Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services  Business Services  Energy Coal Mining	C Bio C Hea C Hos C Pha C Oth C Manufac Real Esta C Cor C Cor	technology alth Insurance spitals & Physicians armaceuticals arer Health Care eturing ate ammercial astruction	C Restaurants  Technology Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions
Agriculture  Banking & Financial Services  Commercial Banking  Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services  Business Services  Energy Coal Mining Electric Utilities	C Bio C Hea C Hos C Pha C Oth C Manufac Real Esta C Cor C Cor C RE	technology alth Insurance spitals & Physicians armaceuticals are Health Care sturing ate ate anstruction ITS & Finance	C Restaurants  Technology C Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services
Agriculture  Banking & Financial Services  Commercial Banking  Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services  Business Services  Energy Coal Mining	C Bio C Hea C Hos C Pha C Oth C Manufac Real Est C Cor C Cor C REI C Res	technology alth Insurance spitals & Physicians armaceuticals arer Health Care eturing ate ammercial astruction	C Restaurants  Technology Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services C Other Travel
Agriculture  Banking & Financial Services  Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services  Business Services  Energy Coal Mining Electric Utilities Cenergy Conservation	C Bio C Hea C Hos C Pha C Oth C Manufac Real Est C Cor C Cor C REI C Res	technology alth Insurance spitals & Physicians armaceuticals arer Health Care sturing ate ate anstruction attraction attraction attraction	C Restaurants  Technology Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services C Other Travel
Agriculture  Banking & Financial Services  Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services  Business Services  Energy Coal Mining Electric Utilities Energy Conservation Environmental Services	C Bio C Hea C Hos C Pha C Oth C Manufac Real Est C Cor C Cor C REI C Res	technology alth Insurance spitals & Physicians armaceuticals arer Health Care sturing ate ate anstruction attraction attraction attraction	C Restaurants  Technology Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services C Other Travel
Agriculture  Banking & Financial Services  Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services  Business Services  Energy Coal Mining Electric Utilities Energy Conservation Environmental Services  Oil & Gas	C Bio C Hea C Hos C Pha C Oth C Manufac Real Est C Cor C Cor C REI C Res	technology alth Insurance spitals & Physicians armaceuticals arer Health Care sturing ate ate anstruction attraction attraction attraction	C Restaurants  Technology Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services C Other Travel
Agriculture  Banking & Financial Services  Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services  Business Services  Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy	C Bio C Hea C Hos C Pha C Oth C Manufac Real Est C Cor C Cor C REI C Res	technology alth Insurance spitals & Physicians armaceuticals arer Health Care sturing ate ate anstruction attraction attraction attraction	C Restaurants  Technology Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services C Other Travel
Agriculture  Banking & Financial Services  C Commercial Banking C Insurance C Investing C Investment Banking C Pooled Investment Fund Other Banking & Financial Services  Business Services  Energy C Coal Mining C Electric Utilities C Energy Conservation C Environmental Services C Oil & Gas C Other Energy	C Bio C Hea C Hos C Pha C Oth C Manufac Real Est C Cor C Cor C REI C Res	technology alth Insurance spitals & Physicians armaceuticals arer Health Care eturing ate ate anstruction ITS & Finance idential arer Real Estate	C Restaurants  Technology Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services C Other Travel
Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund Other Banking & Financial Services Business Services Energy Coal Mining Electric Utilities Energy Conservation Environmental Services Oil & Gas	C Bio C Hea C Hos C Pha C Oth C Manufac Real Est C Cor C Cor C REI C Res	atth Insurance spitals & Physicians armaceuticals are Health Care eturing atte numercial astruction ITS & Finance idential are Real Estate	C Restaurants  Technology C Computers C Telecommunications C Other Technology  Travel C Airlines & Airports C Lodging & Conventions C Tourism & Travel Services C Other Travel Other

0	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	
0	\$5,000,001 - \$25,000,000	\$25,000,001 - \$25,000,000	
O	\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000	
O	Over \$100,000,000	Over \$100,000,000	
•	Decline to Disclose	C Decline to Disclose	
O	Not Applicable	C Not Applicable	
6	Federal Evenntion	(s) and Exclusion(s) Claimed (select all that	
	ply)	(s) and Exclusion(s) Claimed (select all that	
_	Rule 504(b)(1) (not (i), (ii)		
	or (iii))	Rule 505	
	Rule 504 (b)(1)(i)		
	Rule 504 (b)(1)(ii)	Rule 506(c)	
	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)	
		Investment Company Act Section 3(c)	
7.	Type of Filing		
V	New Notice Date of First S	Sale 2018-05-14 First Sale Yet to Occur	
П	Amendment		
8.	Duration of Offering		
Does	the Issuer intend this offering to	last more than one year?	
Does	the Issuer intend this offering to	o last more than one year?	
	Type(s) of Securitie	es Offered (select all that apply)	
	Type(s) of Securitie	es Offered (select all that apply)  Equity  Debt	
9.	Type(s) of Securitie	es Offered (select all that apply)	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon	es Offered (select all that apply)  Equity  Debt  Option, Warrant or Other Right to Acquire Another Security	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	es Offered (select all that apply)  Equity  Debt Option, Warrant or Other Right to	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or	es Offered (select all that apply)  Equity  Debt  Option, Warrant or Other Right to Acquire Another Security	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	es Offered (select all that apply)  Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN")	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	es Offered (select all that apply)  Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings,	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  . Business Combination of the Company of the Company of the Combination of the Company of the Compa	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Yes No	
9.	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  . Business Combination of the Company	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Yes No	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  . Business Combination of the Company of the Company of the Combination of the Company of the Compa	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Yes No	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  . Business Combination of the Company of the Company of the Combination of the Company of the Compa	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Yes No	
9.	Type(s) of Securitie  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  . Business Combination of the Company of the Company of the Combination of the Company of the Compa	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Yes No	
9.	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combination of March 1988  Business Combination of Response (if Necessarial March 2018)  Minimum Investment accepted from the security of the security	es Offered (select all that apply)  Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Yes No	
9. In the state of	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combination of March 1988  Business Combination of Response (if Necessarial March 2018)  Minimum Investment accepted from the security of the security	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Ty)	
9.	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combination is offering being made in connect section, such as a merger, acquisification of Response (if Necessar	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Ty)  ent  any outside  USD	
9. In the state of	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combination is offering being made in connect saction, such as a merger, acquising iffication of Response (if Necessary)  Minimum Investment accepted from stor  Sales Compensation	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Yes No  Yes No	
9. In the state of	Type(s) of Securities  Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  Business Combination is offering being made in connect section, such as a merger, acquisification of Response (if Necessar	Equity  Debt Option, Warrant or Other Right to Acquire Another Security  Other (describe)  Debt: \$40M debentures issued by iAnthus Capital Management, LLC ("ICM Debentures"), convertible into Class A or Common Shares ("IAN Shares") of iAnthus Capital Holdings, Inc.  ation Transaction  tion with a business combination ition or exchange offer?  Ty)  ent  any outside  USD	

(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number None
Street Address 1	Street Address 2
City Sta	te/Province/Country ZIP/Postal Code
State(s) of Solicitation	All States
	1
13. Offering and Sales Amounts	
Fotal Offering Amount \$ 64013339	USD   Indefinite
Fotal Amount Sold \$ 40000000	USD
Fotal Remaining to be \$ 24013339	USD ☐ Indefinite
,	
Clarification of Response (if Necessary)	40M ICM
Total Offering Amount represents the principal \$- Debentures convertible into 12970169 IAN Shares aggregate exercise price of warrants (6670372 x \$3	and the
no assurance that the warrants, expiring May 14, exercised.	· II
14. Investors	
Select if securities in the offering have been of do not qualify as accredited investors, Number of such non-accredited investors who offering  Regardless of whether securities in the offering to persons who do not qualify as accredited in number of investors who already have invested.	o already have invested in the  ng have been or may be sold  vestors, enter the total
15. Sales Commissions & Finder	
Provide separately the amounts of sales commissions are expenditure is not known, provide an estimate and chec	
Sales Commissions \$ 0	USD Estimate
Finders' Fees \$ 0	USD Estimate
Clarification of Response (if Necessary)	
AC II.a of Duranada	
16. Use of Proceeds	
any of the persons required to be named as executive of if the amount is unknown, provide an estimate and che	
\$ 0	USD Estimate
Signature and Submission	

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## **Terms of Submission**

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities
  described and undertaking to furnish them, upon written request, the information furnished to
  offerees
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature

I also am a duly authorized representative of the other identified issuer(s) in Item 1 above and authorized to sign on their behalf.

Issuer	Signature	Name of Signer	Title	Date
iANTHUS CAPITAL HOLDINGS, INC.	/s/ Julius Kalcevich	JULIUS KALCEVICH	CHIEF FINANCIAL OFFICER	2018-05-29
iANTHUS CAPITAL MANAGEMENT, LLC	/s/ Hadley Ford	HADLEY FORD	MANAGER	2018-05-29