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

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**IANTHUS CAPITAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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British Columbia, Canada  
(State or other jurisdiction of  
incorporation or organization)

98-1360810  
(I.R.S. Employer  
Identification No.)

420 Lexington Avenue, Suite 414  
New York, NY  
(Address of principal executive offices)

10170  
(Zip Code)

iAnthus Capital Holdings, Inc.  
Amended and Restated Omnibus Incentive Plan  
(Full title of the plan)

Robert Galvin  
Interim Chief Executive Officer  
iAnthus Capital Holdings, Inc.  
420 Lexington Avenue, Suite 414  
New York, NY 10170  
(Name and address of agent for service)

(646) 518-9411  
(Telephone number, including area code, of agent for service)

*With a copy to:*

Richard A. Friedman, Esq.  
Nazia J. Khan, Esq.  
Sheppard, Mullin, Richter & Hampton LLP  
30 Rockefeller Plaza  
New York, NY 10112-0015  
Phone: (212) 653-8700  
Fax: (212) 653-8701

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**ITEM 1. PLAN INFORMATION.**

iAnthus Capital Holdings, Inc. (the "Company") will provide each recipient (the "Recipients") of a grant under the iAnthus Capital Holdings, Inc. Amended and Restated Omnibus Incentive Plan dated October 15, 2018 (the "Plan") with documents that contain information related to the Plan, and other information including, but not limited to, the disclosure required by Item 1 of Form S-8, which information is not required to be and is not being filed as a part of this Registration Statement on Form S-8 (the "Registration Statement") or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act of 1933, as amended (the "Securities Act"). The foregoing information and the documents incorporated by reference in response to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. A Section 10(a) prospectus will be given to each Recipient who receives common shares covered by this Registration Statement, in accordance with Rule 428(b)(1) under the Securities Act.

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.**

We will provide to each Recipient a written statement advising of the availability of documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in this Section 10(a) prospectus) and of documents required to be delivered pursuant to Rule 428(b) under the Securities Act without charge and upon written or oral request by contacting:

Robert Galvin  
Interim Chief Executive Officer  
iAnthus Capital Holdings, Inc.  
420 Lexington Avenue, Suite 414  
New York, NY 10170

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**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.**

The following documents filed by the Company with the Securities and Exchange Commission (“SEC”) pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 18, 2022;
- The Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed with the SEC on May 12, 2022;
- The Company’s Current Reports on Form 8-K (excluding any reports or portions thereof that are deemed to be furnished and not filed) filed with the SEC on January 10, 2022, January 19, 2022, February 7, 2022, May 4, 2022, May 6, 2022, June 13, 2022 and June 30, 2022;
- The Company’s definitive proxy statement on Schedule 14A filed with the SEC on July 14, 2022;
- The description of the Company’s common stock which is contained in the Company’s Registration Statement on Form 10 initially filed with the SEC on December 8, 2020, as amended, under the Exchange Act, including any amendments or reports filed with the SEC for the purpose of updating such description; and
- All other reports and documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

**ITEM 4. DESCRIPTION OF SECURITIES.**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.**

Not applicable.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

***Business Corporations Act (British Columbia)***

The Company is subject to the provisions of Part 5, Division 5 of the Business Corporations Act (British Columbia) (the “BCBCA”).

Under Section 160 of the BCBCA, the Company may, subject to Section 163 of the BCBCA:

- (a) indemnify an individual who:
  - (i) is or was a director or officer of the Company,

- (ii) is or was a director or officer of another corporation (A) at a time when the corporation is or was an affiliate of the Company; or (B) at our request, or
- (iii) at our request, is or was, or holds or held a position equivalent to that of, a director or officer of a partnership, trust, joint venture or other unincorporated entity,

including, subject to certain limited exceptions, the heirs and personal or other legal representatives of that individual (collectively, an “eligible party”), against all eligible penalties, defined below, to which the eligible party is or may be liable; and

- (b) after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party in respect of that proceeding, where:
  - (i) “eligible penalty” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding,
  - (ii) “eligible proceeding” means a proceeding in which an eligible party or any of the heirs and personal or other legal representatives of the eligible party, by reason of the eligible party being or having been a director or officer of, or holding or having held a position equivalent to that of a director or officer of, the Company or an associated corporation (A) is or may be joined as a party, or (B) is or may be liable for or in respect of a judgment, penalty or fine in, or expenses related to, the proceeding,
  - (iii) “expenses” includes costs, charges and expenses, including legal and other fees, but does not include judgments, penalties, fines or amounts paid in settlement of a proceeding, and
  - (iv) “proceeding” includes any legal proceeding or investigative action, whether current, threatened, pending or completed.

Under Section 161 of the BCBCA, and subject to Section 163 of the BCBCA, the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by an eligible party in respect of that proceeding if the eligible party (a) has not been reimbursed for those expenses and (b) is wholly successful, on the merits or otherwise, in the outcome of the proceeding or is substantially successful on the merits in the outcome of the proceeding.

Under Section 162 of the BCBCA, and subject to Section 163 of the BCBCA, the Company may pay, as they are incurred in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by an eligible party in respect of the proceeding, provided that the Company must not make such payments unless the Company first receives from the eligible party a written undertaking that, if it is ultimately determined that the payment of expenses is prohibited under Section 163 of the BCBCA, the eligible party will repay the amounts advanced.

Under Section 163 of the BCBCA, the Company must not indemnify an eligible party against eligible penalties to which the eligible party is or may be liable or pay the expenses of an eligible party in respect of that proceeding under Sections 160(b), 161 or 162 of the BCBCA, as the case may be, if any of the following circumstances apply:

- (a) if the indemnity or payment is made under an earlier agreement to indemnify or pay expenses and, at the time that the agreement to indemnify or pay expenses was made, the Company was prohibited from giving the indemnity or paying the expenses by its memorandum or Articles;
- (b) if the indemnity or payment is made otherwise than under an earlier agreement to indemnify or pay expenses and, at the time that the indemnity or payment is made, the Company is prohibited from giving the indemnity or paying the expenses by its memorandum or Articles;

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- (c) if, in relation to the subject matter of the eligible proceeding, the eligible party did not act honestly and in good faith with a view to the best interests of the Company or the associated corporation, as the case may be; or
  - (d) in the case of an eligible proceeding other than a civil proceeding, if the eligible party did not have reasonable grounds for believing that the eligible party's conduct in respect of which the proceeding was brought was lawful.

If an eligible proceeding is brought against an eligible party by or on behalf of the Company or by or on behalf of an associated corporation, we must not either indemnify the eligible party under Section 160(a) of the BCBCA against eligible penalties to which the eligible party is or may be liable, or pay the expenses of the eligible party under Sections 160(b), 161 or 162 of the BCBCA, as the case may be, in respect of the proceeding.

Under Section 164 of the BCBCA, and despite any other provision of Part 5, Division 5 of the BCBCA and whether or not payment of expenses or indemnification has been sought, authorized or declined under Part 5, Division 5 of the BCBCA, on application of the Company or an eligible party, the court may do one or more of the following:

- (a) order the Company to indemnify an eligible party against any liability incurred by the eligible party in respect of an eligible proceeding;
- (b) order the Company to pay some or all of the expenses incurred by an eligible party in respect of an eligible proceeding;
- (c) order the enforcement of, or any payment under, an agreement of indemnification entered into by the Company;
- (d) order the Company to pay some or all of the expenses actually and reasonably incurred by any person in obtaining an order under Section 164 of the BCBCA; or
- (e) make any other order the court considers appropriate.

Section 165 of the BCBCA provides that the Company may purchase and maintain insurance for the benefit of an eligible party or the heirs and personal or other legal representatives of the eligible party against any liability that may be incurred by reason of the eligible party being or having been a director or officer of, or holding or having held a position equivalent to that of a director or officer of, the Company or an associated corporation.

#### ***Company's Articles***

Under Part 21.2 of our Articles, and subject to the BCBCA, the Company must indemnify an eligible party and his or her heirs and legal personal representatives against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each eligible party is deemed to have contracted with the Company on the terms of the indemnity contained in the Company's Articles.

Under Part 21.3 of the Company's Articles, and subject to any restrictions in the BCBCA, the Company may agree to indemnify and may indemnify any person (including an eligible party) against eligible penalties and pay expenses incurred in connection with the performance of services by that person for the Company.

Under Part 21.4 of the Company's Articles, the Company may advance expenses to an eligible party to the extent permitted by the BCBCA.

Under Part 21.5 of the Company's Articles, the failure of an eligible party of the Company to comply with the BCBCA or the Company's Articles does not, of itself, invalidate any indemnity to which he or she is entitled under the Company's Articles.

Under Part 21.6 of the Company's Articles, the Company may purchase and maintain insurance for the benefit of any eligible party person (or his or her heirs or legal personal representatives) against any liability incurred by him or her as such director, officer or person who holds or held such equivalent position.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS.**

See the attached Exhibit Index on the page immediately following the signature pages hereto, which is incorporated herein by reference.

**ITEM 9. UNDERTAKINGS.**

A. The undersigned Registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 15th day of July 2022.

### IANTHUS CAPITAL HOLDINGS, INC.

By: /s/ Robert Galvin

Robert Galvin  
Interim Chief Executive Officer (*Principal Executive Officer*) and Interim Chief Operating Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Galvin as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert Galvin</u> Robert Galvin	Interim Chief Executive Officer ( <i>Principal Executive Officer</i> ) and Interim Chief Operating Officer	July 15, 2022
<u>/s/ Julius Kalcevich</u> Julius Kalcevich	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	July 15, 2022
<u>/s/ Scott Cohen</u> Scott Cohen	Director	July 15, 2022
<u>/s/ Michelle Mathews-Spradlin</u> Michelle Mathews-Spradlin	Director	July 15, 2022
<u>/s/ Alexander Shoghi</u> Alexander Shoghi	Director	July 15, 2022
<u>/s/ Zachary Arrick</u> Zachary Arrick	Director	July 15, 2022
<u>/s/ Marco D'Attanasio</u> Marco D'Attanasio	Director	July 15, 2022



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EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of McMillan LLP</u></a>
10.1	<a href="#"><u>iAnthus Capital Holdings, Inc. Amended and Restated Omnibus Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form 10 filed with the SEC on December 8, 2020)</u></a>
23.1	<a href="#"><u>Consent of Marcum LLP</u></a>
23.2	<a href="#"><u>Consent of McMillan LLP (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page)</u></a>
107	<a href="#"><u>Filing Fee Tables</u></a>

Our File No.: 273348  
Date: July 15, 2022

iAnthus Capital Holdings, Inc.  
420 Lexington Avenue  
Suite 414  
New York, NY 10170

Dear Sirs and Mesdames:

**Re: Registration Statement on Form S-8 of iAnthus Capital Holdings, Inc.**

We have acted as Canadian legal counsel to iAnthus Capital Holdings, Inc. (the “**Company**”) in connection with the preparation of a registration statement on Form S-8 (the “**Registration Statement**”) to be filed with the Securities and Exchange Commission pursuant to the United States *Securities Act of 1933*, as amended.

The Registration Statement relates to the registration of 2,000,000,000 common shares of the Company (the “**Shares**”) reserved for issuance with respect to the exercise of stock options and other awards that have been or will be granted pursuant to and in accordance with the Company’s Amended and Restated Omnibus Incentive Plan dated October 15, 2018 (the “**Plan**”).

**Documents Reviewed**

In connection with rendering this opinion, we have participated in the preparation of, or have reviewed, among other things, executed originals (or photostatic or facsimile or other electronically transmitted copies of executed originals) of each of the following documents:

- (a) the Registration Statement and the exhibits thereto;
- (b) the Plan;
- (c) a certificate dated July 14, 2022 of an officer of iAnthus with respect to certain factual matters (the “**Officer’s Certificate**”); and
- (d) such other documents as we have deemed relevant.

In rendering the opinions expressed herein, we have, with respect to the factual matters reflected in the Officer’s Certificate, relied exclusively and without independent investigation upon the Officer’s Certificate.

McMillan LLP | TD Canada Trust Tower, 421 7th Avenue S.W., Suite 1700, Calgary, Alberta, Canada T2P 4K9 | t 403.531.4700 | f 403.531.4720  
Lawyers | Patent & Trademark Agents | Avocats | Agents de brevets et de marques de commerce  
Vancouver | Calgary | Toronto | Ottawa | Montréal | Hong Kong | mcmillan.ca

In making such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic, original documents of all documents submitted to us as copies and the identity, capacity and authority of all individuals acting or purporting to act as public officials and registry agents. We have also considered such questions of law as we have deemed relevant to enable us to express the opinions herein set forth.

**Practice Limitation**

The opinions expressed herein are limited to the laws of the Province of British Columbia and the federal laws of Canada applicable therein in force on the date hereof. We assume no obligation to update or supplement this opinion letter after the date hereof with respect to any facts or circumstances that may hereafter come to our attention or to reflect any changes in the facts or law that may hereafter occur or take effect.

**Assumptions**

We have relied exclusively upon the certificates, documents and records referred to herein with respect to the accuracy of the factual matters contained in them and we have not performed any independent investigation or verification of those factual matters. We have assumed those factual matters were accurate on the date given and continue to be accurate as of the date of this opinion.

For the purpose of this opinion we have assumed:

- (a) the truthfulness and accuracy of the corporate records of the Company and of all certificates of public officials and officers of the Company;
- (b) that each of the documents examined by us has not been terminated or rescinded or supplemented, modified or amended as of the date hereof;
- (c) that each of the statements made and certified in the Officer's Certificate was true and correct when made, has at no time since being made and certified become untrue or incorrect and remains true and correct as of the date hereof;
- (d) to the extent the Officer's Certificate or any other certificate or document referenced herein, is based on any assumption, given in reliance on any other certificate or document, understanding or other criteria or is made subject to any limitation, qualification or exception, our opinions are also based on such assumption, given in reliance on such other certificate, document, understanding or other criteria and are made subject to such limitation, qualification and exception;
- (e) where the Officer's Certificate affirms a state of fact, understanding or other factor based on the belief, knowledge, awareness or understanding (or lack thereof) of the signatory, we have assumed without independent verification that such belief, knowledge, awareness or understanding (or lack thereof) is and remains fully accurate, correct and complete as of the date hereof;

- (f) that each stock option or other award granted or to be granted pursuant to the Plan has been or will be duly authorized by the board of directors of the Company in accordance with its constating documents, applicable corporate law and the Plan;
- (g) that each agreement governing a stock option or other award under the Plan has been or will be duly executed by each party thereto and constitutes or will constitute the legal, valid and binding obligations of the parties thereto, and that such agreements are or will be enforceable against each of the parties thereto in accordance with their respective terms;
- (h) that at the time the Company is or becomes obligated to issue any Shares upon exercise of stock options or other awards granted pursuant to the Plan, the Company (i) will have adequate authorized and unissued Shares to fulfill such obligations and (ii) will be in good standing with the British Columbia Registrar of Companies; and
- (i) the absence of fraud in any transaction pursuant to which Shares may be issued pursuant to any stock option or other award under the Plan, and that the consideration authorized by the board of directors for the Shares will have been received by the Company prior to their issuance.

### Opinions

Based upon and subject to the foregoing, we are of the opinion that the Shares will be validly issued and fully paid and non-assessable shares in the capital of the Company when issued and sold pursuant to stock options and other awards issued pursuant to the Plan, provided that:

- (a) such stock options and awards have been granted in accordance with the terms and conditions of the Plan; and
- (b) the persons receiving any stock options or other awards under the Plan perform their obligations to the Company in accordance with the terms and conditions of the Plan and any agreement evidencing the grant of the stock options or other awards, including the payment of the required exercise price with respect to stock options and the payment of the required purchase price or the performance of the required services with respect to other awards.

### Consent

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the prospectus constituting a part thereof, and in any amendment thereto.

Yours truly,

*/s/ McMillan LLP*

McMillan LLP | TD Canada Trust Tower, 421 7th Avenue S.W., Suite 1700, Calgary, Alberta, Canada T2P 4K9 | t 403.531.4700 | f 403.531.4720  
Lawyers | Patent & Trademark Agents | Avocats | Agents de brevets et de marques de commerce  
Vancouver | Calgary | Toronto | Ottawa | Montréal | Hong Kong | mcmillan.ca

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of iAnthus Capital Holdings, Inc. on FormS-8 of our report dated March 17, 2022, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of iAnthus Capital Holdings, Inc. as of December 31, 2021 and 2020 and for the years ended December 31, 2021 and 2020 appearing in the Annual Report on Form 10-K of iAnthus Capital Holdings, Inc. for the year ended December 31, 2021.

/s/ Marcum LLP

Marcum LLP  
New York, NY  
July 15, 2022

## Calculation of Filing Fee Tables

**FORM S-8**  
(Form Type)**IANTHUS CAPITAL HOLDINGS, INC.**  
(Exact Name of Registrant as Specified in its Charter)Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Shares, No Par Value	457(c) 457(h)	2,000,000,000	\$0.06(2)	\$120,000,000	\$0.0000927	\$11,124
Fees Previously Paid								
	<b>Total Offering Amounts</b>							\$11,124
	<b>Total Fees Previously Paid</b>							—
	<b>Total Fee Offsets (3)</b>							—
	<b>Net Fee Due</b>							\$11,124

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional common shares, no par value (the “Common Shares”), of iAnthus Capital Holdings, Inc. (the “Registrant”) that become issuable under the Registrant’s Amended and Restated Omnibus Incentive Plans, by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of the outstanding Common Shares of the Registrant. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act on the basis of the last reported sale price of a Common Share on the OTC Markets on July 13, 2022.
- (3) The Registrant does not have any fee offsets.