

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

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **December 17, 2021**

**IANTHUS CAPITAL HOLDINGS, INC.**

(Name of registrant in its charter)

**British Columbia, Canada**

(State or jurisdiction of  
incorporation or organization)

**000-56228**

(Commission File  
Number)

**98-1360810**

(IRS Employer  
Identification No.)

**420 Lexington Avenue, Suite 414  
New York, NY 10170**

(Address of principal executive offices)

**(646) 518-9411**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

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 (See General Instructions A.2 below):

- 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: **None.**

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.

**Item 8.01 Other Events.**

On December 17, 2021, iAnthus Capital Holdings, Inc. (the "Company") issued a press release providing an update with respect to its 2020 annual general meeting (the "Annual Meeting"). As previously disclosed in the Company's filings with the U.S. Securities and Exchange Commission, the BC Registrar of Companies (the "BC Registrar") granted the Company an extension extending the deadline to hold the Annual Meeting from October 31, 2021 to December 31, 2021. On November 19, 2021, the BC Registrar declined to grant any further extension for the Annual Meeting citing its policy of allowing maximum extensions of 12 months.

On December 17, 2021, the Company filed a Notice of Appeal in the Supreme Court of British Columbia appealing the BC Registrar's decision requesting the court grant the Company a further extension to hold the Annual Meeting until June 30, 2022 as, among other things, the Company's previously announced recapitalization transaction has not yet closed. No hearing date for the appeal has been scheduled yet.

A copy of the press release is attached hereto as Exhibit 99.1, and the information contained therein is incorporated by reference into this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
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**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: December 21, 2021

By: /s/ Randy Maslow

Randy Maslow  
Interim Chief Executive Officer

# iAnthus

## iAnthus Provides Update on Annual General Meeting

NEW YORK, NY and TORONTO, ON – December 17, 2021 – iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”) (CSE: IAN, OTCQX: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, provides an update with respect to the Company’s Annual General Meeting. As disclosed in the Company’s news release dated November 4, 2021, The BC Registrar of Companies (the “BC Registrar”) granted a further extension extending the deadline to hold the Company’s Annual General Meeting for the year 2020 (the “2020 AGM”) from October 31, 2021 to December 31, 2021. On November 19, 2021, the BC Registrar declined to grant any further extension for the Company to hold the 2020 AGM, citing its policy of allowing maximum extensions of 12 months.

Today, iAnthus filed a Notice of Appeal in the Supreme Court of British Columbia appealing the BC Registrar’s decision further to section 406 of the British Columbia *Business Corporations Act*, SBC 2002, c 57 (the “Appeal”). iAnthus asks the court for an extension to hold the 2020 AGM to June 30, 2022 as, among other things, the Company’s previously announced recapitalization transaction has not yet closed. No hearing date for the Appeal has yet been scheduled yet.

### 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).

### COVID-19 Risk Factor

The Company may be impacted by business interruptions resulting from pandemics and public health emergencies, including those related to COVID-19. An outbreak of infectious disease, a pandemic, or a similar public health threat, such as the recent outbreak of COVID-19, or a fear of any of the foregoing could adversely impact the Company by causing operating, manufacturing, supply chain, and project development delays and disruptions, labor shortages, travel, and shipping disruption and shutdowns (including as a result of government regulation and prevention measures). It is unknown whether and how the Company may be affected if such a pandemic persists for an extended period of time, including as a result of the waiver of regulatory requirements or the implementation of emergency regulations to which the Company is subject. Although the Company has been deemed essential and/or has been permitted to continue operating its facilities in the states in which it cultivates, processes, manufactures, and sells cannabis during the pendency of the COVID-19 pandemic, there is no assurance that the Company’s operations will continue to be deemed essential and/or will continue to be permitted to operate. The Company may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results, financial condition, and the trading price of the Company’s common shares.

### Forward-Looking Statements

Statements in this news release contain forward-looking statements. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of management, are not guarantees of performance and are subject to significant risks and uncertainty. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in Company’s reports that it files from time to time with the SEC and the Canadian securities regulators, which you should review including, but not limited to, the Company’s Annual Report on Form 10-K filed with the SEC. When used in this news release, words such as “will,” “could,” “plan,” “estimate,” “expect,” “intend,” “may,” “potential,” “believe,” “should” and similar expressions, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to the Company’s financial performance, business development and results of operations and the timing and outcome of the closing of the Recapitalization Transaction.

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These forward-looking statements should not be relied upon as predictions of future events, and the Company cannot assure you that the events or circumstances discussed or reflected in these statements will be achieved or will occur. If such forward-looking statements prove to be inaccurate, the inaccuracy may be material. You should not regard these statements as a representation or warranty by the Company or any other person that it will achieve its objectives and plans in any specified timeframe, or at all. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this news release. The Company disclaims any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this news release or to reflect the occurrence of unanticipated events, except as required by law.

**Neither the Canadian Securities Exchange or The Securities Exchange Commission have reviewed, approved or disapproved the content of this news release.**

### CONTACT INFORMATION

Corporate/Media/Investors:  
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