FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION
(not involving an issuance or potential issuance of a listed security)[1]

Name of Listed Issuer: iAnthus Capital Holdings, Inc. (the "Issuer").

Trading Symbol: IAN

Issued and Outstanding Securities of the Issuer Prior to Transaction: 6,974,811,028

Date of News Release Fully Disclosing the Transaction: August 12, 2026

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

   On August 12, 2026, the Issuer obtained a revolving line of credit of up to US$2,500,000 (the "**Revolving Credit Line**") from affiliates of Gotham Green Partners, LLC (together, the "**Lender**"). The Lender is a Related Person (as defined under the policies of the Canadian Securities Exchange) of the Issuer, as further described in response #7 below.

   The Revolving Credit Line has been made available to the Issuer pursuant to a credit agreement (the "**Credit Agreement**") between the Issuer and the Lender. The proceeds of the Revolving Credit Line are expected to be used to pursue the Issuer's business strategy in New York and Florida, including, without limitation, future opportunities in New York and/or Florida, facility upgrades, operational expenses and general working capital.

   Interest on any drawn amounts under the Revolving Credit Line accrues at a rate of 12% per annum. Accrued interest is payable in cash monthly in arrears on the first business day of each calendar month. In consideration of the Lender's commitment, the Issuer is required to pay to the Lender a commitment fee equal to 2% of the Revolving Credit Line (being US$50,000), which fee is full earned, non-refundable, and payable in cash on the date of the Agreement. The Revolving Credit Line matures on June 27, 2027.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

[1] If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

(a) Total aggregate consideration in Canadian dollars: Up to $3,485,500 (equivalent to US$2,500,000 based on the Bank of Canada's daily exchange rate on August 10, 2026).

(b) Cash: Up to $3,485,500 (equivalent to US$2,500,000 based on the Bank of Canada's daily exchange rate on August 10, 2026).

(c) Other: N/A.

(d) Work commitments: N/A.

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc): The terms of the Credit Agreement were determined through negotiation among the parties and approved by the board of directors of the Issuer. The Lender is a Related Person of the Issuer; however, the Issuer believes that the terms of the Credit Agreement are no less favourable to the Issuer than similar forms of debt financing available to the Issuer.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A.

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): A commitment fee payable to the Lender equal to 2% of the Revolving Credit Line.

(b) Cash: Approximately $69,710 (equivalent to US$50,000 based on the Bank of Canada's daily exchange rate on August 10, 2026).

(c) Other: N/A.

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship: The Lender is a Related Person to the Issuer by virtue of being affiliates of Gotham Green Partners, LLC, which has beneficial ownership of, or control or direction over, directly or indirectly, securities of the Issuer carrying more than 10% of the voting rights attached to all the Issuer's outstanding voting securities.

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months: N/A.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A.

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.

3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated August 12, 2026

Richard Proud
Name of Director or Senior Officer

Signed by:
Richard Proud
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Signature

Chief Executive Officer
Official Capacity