

EXHIBIT A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE iANTHUS CAPITAL HOLDINGS,
INC. SECURITIES LITIGATION

No. 20-cv-03135-LAK
No. 20-cv-03513-LAK

THIS DOCUMENT RELATES TO:
Nos. 20-cv-03135 (Securities Class
Action), 20-cv-03513 (Cedeno)

REVISED PLAN OF ALLOCATION

1. The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants based on their respective alleged economic losses as a result of the alleged misstatements and omissions, as opposed to losses caused by market- or industry-wide factors, or company-specific factors unrelated to the alleged fraud. The Claims Administrator shall determine each Authorized Claimant’s share of the Net Settlement Fund based upon the recognized loss formula (“Recognized Loss”) described below.¹

2. A Recognized Loss will be calculated for each share of iAnthus common stock purchased or otherwise acquired during the Settlement Class Period in a domestic transaction. The calculation of Recognized Loss will depend upon several factors, including when the iAnthus common stock was purchased or otherwise acquired during the Settlement Class Period, and in what amounts, and whether such stock was sold, and if sold, when it was sold, and for what amounts. The Recognized Loss is not intended to estimate the amount a Settlement Class Member might have been able to recover after a trial, nor to estimate the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. The Claims Administrator will use its best efforts to administer and distribute the Net Settlement Fund to the extent that it is equitably and economically feasible.

3. The Plan of Allocation was created with the assistance of a consulting damages expert and reflects the assumption that the price of iAnthus common stock was artificially inflated throughout the Settlement Class Period. The estimated alleged artificial inflation in the price of iAnthus common stock during the Settlement Class Period is reflected in Table 1 below. The computation of the estimated alleged artificial inflation in the price of iAnthus common stock during the Settlement Class Period is based on certain misrepresentations alleged by Plaintiff and the price change in the stock, net of market- and industry-wide factors, in reaction to the public announcements that allegedly corrected the misrepresentations alleged by Plaintiff. The estimated alleged artificial inflation in the price of iAnthus common stock in Table 1 below also takes into

¹ All capitalized terms used in this Revised Plan of Allocation that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulation And Agreement Of Settlement (the “Stipulation,” ECF No. 131-1), which is available at www.iAnthusSecuritiesLitigation.com, except that the term “Plan of Allocation” used herein refers to this Revised Plan of Allocation.

account the Court's September 28, 2022 Memorandum Opinion on Defendants' motion to dismiss the Complaint, which dismissed without prejudice certain claims.

4. The U.S. federal securities laws allow investors to seek to recover losses caused by disclosures which corrected the defendants' previous misleading statements or omissions. Thus, in order to have recoverable damages, the corrective disclosure of the allegedly misrepresented information must be the cause of the decline in the price or value of iAnthus common stock. In this Action, Plaintiff alleges that Defendants made false statements and/or omitted material facts during the Settlement Class Period, which had the purported effect of artificially inflating the price of iAnthus common stock. Plaintiff further alleges that corrective disclosures removed artificial inflation from the price of iAnthus common stock on: February 27, 2020; April 6, 2020; June 12, 2020; June 23, 2020; and July 13, 2020 (the "Corrective Disclosure Dates"). Thus, in order for a Settlement Class Member to have a Recognized Loss under the Plan of Allocation, iAnthus common stock must have been purchased or acquired during the Settlement Class Period and held through at least one of the Corrective Disclosure Dates.

Table 1		
Artificial Inflation in iAnthus Common Stock*		
From	To	Per-Share Price Inflation
May 14, 2018 ²	February 26, 2020	\$0.48
February 27, 2020	April 5, 2020	\$0.40
April 6, 2020	June 11, 2020	\$0.25
June 12, 2020	June 22, 2020	\$0.14
June 23, 2020	July 10, 2020 ³	\$0.09
July 13, 2020	Thereafter	\$0.00

* For each day during the Settlement Class Period, per-share price inflation shall not exceed the closing price of the stock that day.

5. The "90-day look back" provision of the Private Securities Litigation Reform Act of 1995 ("PSLRA") is incorporated into the calculation of the Recognized Loss for iAnthus common stock. The limitations on the calculation of the Recognized Loss imposed by the PSLRA are applied such that losses on iAnthus common stock purchased during the Settlement Class Period and held as of the close of the 90-day period subsequent to the Settlement Class Period (the "90-Day Lookback Period") cannot exceed the difference between the purchase price paid for such stock and its average price during the 90-Day Lookback Period. The Recognized Loss on iAnthus common stock purchased during the Settlement Class Period and sold during the 90-Day Lookback Period cannot exceed the difference between the purchase price paid for such stock and its rolling average price during the portion of the 90-Day Lookback Period elapsed as of the date of sale.

6. In the calculations below, all purchase and sale prices shall exclude any fees, taxes and commissions. If a Recognized Loss amount is calculated to be a negative number, that Recognized

² At the request of the Company pending news, trading in iAnthus stock was temporarily halted prior to market open on May 14, 2018, at 9:07 a.m. ET. Trading resumed on May 15, 2018, at 8:00 a.m. ET.

³ The Class Period ends on July 10, 2020, which is a Friday.

Loss shall be set to zero. Any transactions in iAnthus common stock executed outside of regular trading hours for the U.S. financial markets shall be deemed to have occurred during the next regular trading session for the U.S. financial markets.

7. A Recognized Loss will be calculated as set forth below for each purchase or acquisition of iAnthus common stock during the Settlement Class Period, that is listed in the Claim Form and for which adequate documentation is provided.

Per-Share Recognized Loss Calculation

8. For each share of iAnthus common stock purchased or otherwise acquired during the Settlement Class Period (*i.e.*, May 14, 2018 through July 10, 2020, inclusive), the Recognized Loss per share shall be calculated as follows:

- i. For each share of iAnthus common stock not held at the opening of trading on at least one of the Corrective Disclosure Dates, the Recognized Loss per share \$0.
- ii. For each share of iAnthus common stock sold during the period February 27, 2020 through July 10, 2020, inclusive, that was held at the opening of trading on one or more of the Corrective Disclosure Dates, the Recognized Loss per share is the price inflation on the date of purchase as provided in Table 1 above, *minus* the price inflation on the date of sale as provided in Table 1 above.
- iii. For each share of iAnthus common stock sold during the period July 13, 2020 through October 8, 2020, inclusive (*i.e.*, sold during the 90-Day Lookback Period), the Recognized Loss per share is *the lesser of*:
 - a) the price inflation on the date of purchase as provided in Table 1 above; or
 - b) the purchase price *minus* the “90-Day Lookback Value” on the date of sale provided in Table 2 below.
- iv. For each share of iAnthus common stock that was still held as of the close of trading on October 8, 2020, the Recognized Loss per share is *the lesser of*:
 - a) the price inflation on the date of purchase as provided in Table 1 above; or
 - b) the purchase price *minus* the average closing price for iAnthus common stock during the 90-Day Lookback Period, which is \$0.07.

Table 2					
90-Day Lookback Value					
Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value	Sale/ Disposition Date	90-Day Lookback Value
7/13/2020	\$0.10	8/11/2020	\$0.07	9/10/2020	\$0.07
7/14/2020	\$0.09	8/12/2020	\$0.07	9/11/2020	\$0.07
7/15/2020	\$0.09	8/13/2020	\$0.07	9/14/2020	\$0.07
7/16/2020	\$0.08	8/14/2020	\$0.07	9/15/2020	\$0.07
7/17/2020	\$0.08	8/17/2020	\$0.07	9/16/2020	\$0.07
7/20/2020	\$0.08	8/18/2020	\$0.07	9/17/2020	\$0.07
7/21/2020	\$0.08	8/19/2020	\$0.07	9/18/2020	\$0.07
7/22/2020	\$0.08	8/20/2020	\$0.07	9/21/2020	\$0.07

7/23/2020	\$0.08	8/21/2020	\$0.07	9/22/2020	\$0.07
7/24/2020	\$0.08	8/24/2020	\$0.07	9/23/2020	\$0.07
7/27/2020	\$0.08	8/25/2020	\$0.07	9/24/2020	\$0.07
7/28/2020	\$0.08	8/26/2020	\$0.07	9/25/2020	\$0.07
7/29/2020	\$0.08	8/27/2020	\$0.07	9/28/2020	\$0.07
7/30/2020	\$0.08	8/28/2020	\$0.07	9/30/2020	\$0.07
7/31/2020	\$0.08	8/31/2020	\$0.07	10/1/2020	\$0.07
8/3/2020	\$0.08	9/1/2020	\$0.07	10/2/2020	\$0.07
8/4/2020	\$0.08	9/2/2020	\$0.07	10/5/2020	\$0.07
8/5/2020	\$0.08	9/3/2020	\$0.07	10/6/2020	\$0.07
8/6/2020	\$0.08	9/4/2020	\$0.07	10/7/2020	\$0.07
8/7/2020	\$0.07	9/8/2020	\$0.07	10/8/2020	\$0.07
8/10/2020	\$0.07	9/9/2020	\$0.07		

INSTRUCTIONS APPLICABLE TO ALL CLAIMANTS

9. The payment you receive will reflect your proportionate share of the Net Settlement Fund. Such payment will depend on the number of eligible shares that participate in the Settlement, and when those shares were purchased and sold. The number of claimants who send in claims varies widely from case to case.

10. In order to submit a valid claim, you will need to show that you engaged in domestic transactions in iAnthus securities.⁴ You may do this by demonstrating that you: (1) transacted in iAnthus shares that traded under the ticker symbol “ITHUF”; (2) made your purchases while located in the United States; (3) made your purchases from a brokerage account located in the United States; and (4) made your purchases in United States dollars.

11. A purchase or sale of iAnthus common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date.

12. Acquisition by Gift, Inheritance, or Operation of Law: If a Settlement Class Member acquired iAnthus common stock during the Settlement Class Period by way of gift, inheritance or operation of law, such a claim will be computed by using the date and price of the original purchase and not the date and price of transfer. To the extent that iAnthus common stock was originally purchased prior to commencement of the Settlement Class Period, the Recognized Loss for that acquisition shall be deemed to be zero (\$0.00).

13. Notwithstanding any of the above, receipt of iAnthus common stock during the Settlement Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or sale of iAnthus common stock.

14. The first-in-first-out (“FIFO”) basis will be applied to purchases and sales. Sales will be matched in chronological order, by trade date, first against iAnthus common stock held as of the close of trading on May 11, 2018 (the last trading day before the Settlement Class Period begins) and then against the purchases of iAnthus common stock during the Settlement Class Period.

⁴ During the Settlement Class Period, iAnthus common stock was dual-listed on the U.S. over-the-counter (“OTC”) market under the ticker symbol “ITHUF,” and in Canada under the ticker symbol “IAN.”

15. The date of covering a “short sale” is deemed to be the date of purchase of shares. The date of a “short sale” is deemed to be the date of sale of shares. In accordance with the Plan of Allocation, however, the Recognized Loss on “short sales” is zero. In the event that a claimant has an opening short position in iAnthus common stock, the earliest Settlement Class Period purchases shall be matched against such opening short position and not be entitled to a recovery until that short position is fully covered.

16. With respect to iAnthus common stock purchased through the exercise of a call or put option,⁵ the purchase date of iAnthus common stock shall be the exercise date of the option and the purchase price shall be the closing price of iAnthus common stock on the exercise date. Any Recognized Loss arising from purchases of iAnthus common stock acquired during the Settlement Class Period through the exercise of an option on iAnthus common stock shall be computed as provided for other purchases of iAnthus common stock in the Plan of Allocation. The submission of Claims for such purchases of iAnthus common stock acquired during the Settlement Class Period through the exercise of an option on iAnthus common stock shall otherwise be subject to the same requirements described in the Notice and the Plan of Allocation for submitting a Claim for other purchases of iAnthus common stock.

17. Payment according to the Plan of Allocation will be deemed conclusive against all Authorized Claimants. A Claimant’s “Recognized Claim” under the Plan of Allocation shall be the sum of his, her or its Recognized Loss amounts. The Claims Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund based on his, her, or its Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants. No distribution will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

18. No claimant shall recover more than their Recognized Claim (which is the sum of his, her or its per-share Recognized Loss amounts). The Claims Administrator shall therefore cap the distribution to each Authorized Claimant at the amount of their Recognized Claim.

19. If any funds remain in the Net Settlement Fund after distributions are made that cover the full Recognized Claim amount of Authorized Claimants, such excess funds shall be contributed to a private, non-profit, non-sectarian 501(c)(3) charitable organization, as agreed upon by the parties and approved by the Court in the motion for distribution of the Net Settlement Fund that Lead Counsel shall make pursuant to Paragraphs 28 and 31 of the Stipulation.

20. Settlement Class Members who do not submit an acceptable Claim Form will not share in the Settlement proceeds. The Stipulation and the Judgment dismissing this Action will nevertheless bind Settlement Class Members who do not submit a request for exclusion or submit an acceptable Proof of Claim.

21. Please contact the Claims Administrator or Lead Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are unsatisfied with the determinations, you may ask the Court, which retains jurisdiction over all

⁵ Including (1) purchases of iAnthus common stock as the result of the exercise of a call option, and (2) purchases of iAnthus common stock by the seller of a put option as a result of the buyer of such put option exercising that put option.

Settlement Class Members and the claims-administration process, to decide the issue by submitting a written request.

22. Defendants, their respective counsel, and all other Releasees will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation, or the payment of any claim. Plaintiff and Lead Counsel likewise will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement.

23. Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of uncashed distribution checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Settlement Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund after at least six (6) months after the initial distribution of such funds will be used in the following fashion: (i) first, to pay any amounts mistakenly omitted from the initial disbursement; (ii) second, to pay any additional settlement administration fees, costs, and expenses, including those of Lead Counsel as may be approved by the Court; and (c) finally, to make a second distribution to claimants who cashed their checks from the initial distribution and who would receive at least \$10.00, after payment of the estimated costs, expenses, or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible.