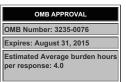
FORM D

Notice of Exempt Offering of Securities

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



1. Issuer's Identity CIK (Filer ID Number) Previous Name(s) None None Entity Type 0001643154 GENARCA HOLDINGS • Corporation LTD Name of Issuer C Limited Partnership iANTHUS CAPITAL HOLDINGS, C Limited Liability Company INC. C General Partnership Jurisdiction of Incorporation/Organization C Business Trust BRITISH COLUMBIA, CANADA C Other Year of Incorporation/Organization C Over Five Years Ago Within Last Five Years 2013 (Specify Year)

C Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer			
iANTHUS CAPITAL HOI	LDINGS, INC.		
Street Address 1	Str	eet Address 2	
SUITE 1980, 1075 WEST	GEORGIA ST.		
City VANCOUVER	State/Province/Country BRITISH COLUMBIA, CANADA	ZIP/Postal Code	Phone No. of Issuer

3. Related Persons

Last Name	First Name		Middle Name
FORD	HADLEY		
Street Address 1		Street Address 2	
SUITE 414, 420 LEXINGTON A	VENUE		
City	State/Province/Cour	ntry	ZIP/Postal Code
NEW YORK	NEW YORK		10170
Relationship: Execut	ive Officer	Director	Promoter
Clarification of Response (if Necessary	<i>t</i>)		
Last Name	First Name		Middle Name
MASLOW	RANDY		
Street Address 1		Street Address 2	
SUITE 414, 420 LEXINGTON A	VENUE		
City	State/Province/Cour	ntry	ZIP/Postal Code
NEW YORK	NEW YORK		10170

Relationship:	Execut	tive Officer	Director		Promoter	
Clarification of Respo	nse (if Necessary	i)				
Last Name		First Name		Middle	Name	
HENDERSON		JOHN				
Street Address 1			Street Address	2		
SUITE 1980, 1075	WEST GEOR	GIA ST.				
City		State/Province/	Country	ZIP/Pos	stal Code	
VANCOUVER		BRITISH CO	LUMBIA, CANAD	A V6E 3	С9	
<u></u>						
Relationship:	Execut	tive Officer	Director		Promoter	
Clarification of Respo	nse (if Necessary	<i>z</i>)				
]
Ľ <u></u>						
Last Name		First Name		Middle	Name	
BOXER		RICHARD				
Street Address 1			Street Address	2		
SUITE 414, 420 LE	XINGTON A	VENUE				
City		State/Province/	Country	7ID/Dog	stal Code	
NEW YORK			Country	10170]
NEW YORK		NEW YORK				
D. L. C L		0.00	Discretary		Promoter	
Relationship:	Execut	tive Officer	Director		I Fromoter	
Clarification of Respon	nse (if Necessary	<i>i</i>)				
Last Name		First Name		Middle	Name	
KALCEVICH		JULIUS				
Street Address 1			Street Address	2		
SUITE 414, 420 LE	XINGTON A	VENUE				
City		State/Province/	Country	ZIP/Pos	stal Code	
NEW YORK		NEW YORK		10170		
[1
Relationship:	Execut	tive Officer	Director		Promoter	
Clarification of Respon	nse (if Necessary	i)				
*	````	,				
L						
Last Name		First Name		Middle	Name	
ROSEN]	PAUL				
Street Address 1			Street Address	2		
SUITE 414, 420 LE	XINGTON A	VENUE				
City	A	State/Province/	Country	7ID/Doc	stal Code]
NEW YORK			Country y	10170		
LINEW TORK						
Delationshing		ive Officer	Directo]	Provention	
Relationship:	Execut	tive Officer	Director		Promoter	

4. Industry Group

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial C Services

C Business Services

Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

Health Care

- C Biotechnology C Health Insurance
- C Hospitals & Physicians
- Pharmaceuticals 0
- C Other Health Care

C Manufacturing

Real Estate

C

C

C Commercial

C Residential

Construction

REITS & Finance

C

- C Computers

Technology

C Retailing

C Restaurants

- C Telecommunications C Other Technology
- Travel
- C Airlines & Airports
- C Lodging & Conventions
- O Tourism & Travel Services
- O Other Travel

• Other

5. Issuer Size

Revenue Range

- C No Revenues
- C \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- \odot Decline to Disclose
- C Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value 0
- 0 \$1 - \$5,000,000
 - \$5,000,001 \$25,000,000
- 0 \$25,000,001 - \$50,000,000
- 0 \$50,000,001 - \$100,000,000
- Over \$100,000,000 C
- C Decline to Disclose
- C Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)					
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505				
Rule 504 (b)(1)(i)	Rule 506(b)				
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)				

2017-10-11

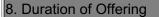
7. Type of Filing

Г New Notice

Date of First Sale

First Sale Yet to Occur

2 Amendment







9.	9. Type(s) of Securities Offered (select all that apply)					
Γ	Pooled Investment Fund Interests	Equity				
Γ	Tenant-in-Common Securities	Debt				
Γ	Mineral Property Securities	Option, Warrant or Other Right to Acquire Another Security				
2	Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)				
10. Business Combination Transaction						
	is offering being made in connect saction, such as a merger, acquis	Ves No				

Clarification of Response (if Necessary)

11. Minimum Investment	
Minimum investment accepted from any outside \$	0 USD
12. Sales Compensation	
Recipient	Recipient CRD Number
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD None Number
Street Address 1	Street Address 2
City Stat	e/Province/Country ZIP/Postal Code
State(s) of Solicitation	All States

12	Offoring	and	Salas	Amounts
13.	Ollering	and	Sales	Amounts

Total Offering Amount	\$ 779640 USD
Total Amount Sold	\$ 0 USD
Total Remaining to be Sold	\$ 779640 USD
400,500 warrants, eac and US\$1.60/C\$2.03(t (if Necessary) at represents aggregate exercise price of h exercisable at US\$2.12/C\$2.65(267,000) 33,500). There is no assurance that the ct. 11, 2019 and Nov. 10, 2017, will be
14. Investors	

	Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering
	Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:
15. 5	Sales Commissions & Finders' Fees Expenses
	separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an ture is not known, provide an estimate and check the box next to the amount.
	Sales Commissions \$ 0 USD 🔲 Estimate
	Finders' Fees \$ 0 USD 🔲 Estimate
Clarifica	ation of Response (if Necessary)
16. L	Jse of Proceeds
any of th	the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to he persons required to be named as executive officers, directors or promoters in response to Item 3 above. nount is unknown, provide an estimate and check the box next to the amount. S USD Estimate
Clarifica	ation of Response (if Necessary)
Sign	ature 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 the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place business or any State in which the issuer maintains its principal place business or any State in which the issuer maintains its prin
- 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.

Issuer	Signature	Name of Signer	Title	Date
iANTHUS CAPITAL HOLDINGS, INC.	/s/ Julius Kalcevich	JULIUS KALCEVICH	CHIEF FINANCIAL OFFICER	2017-11-20