

## **CRONOS GROUP INC.**

### **POSITION DESCRIPTION FOR LEAD DIRECTOR**

This position description was approved by the Board of Directors of Cronos Group Inc. as of May 18, 2018.

#### **1. GENERAL**

- 1.1 To reinforce the independence of the Board of Directors (the “**Board**”) of Cronos Group Inc. (the “**Corporation**”), as long as the chair of the Board (the “**Chair**”) is not an independent director, the independent members of the Board may select a lead director (the “**Lead Director**”) from among the independent members of the Board.
- 1.2 The Lead Director shall provide a source of leadership to the Board complementary to that of the Chair.
- 1.3 The Lead Director shall be entitled to request materials and receive notice of and attend all meetings of committees of the Board.

#### **2. INDEPENDENCE**

For purposes of this position description, the Lead Director will be independent if he or she meets the definition of independence as set out in both National Instrument 52-110 – *Audit Committees* and any applicable stock exchange rules or policies.

#### **3. RESPONSIBILITIES OF THE LEAD DIRECTOR**

Without limitation to the foregoing, the Lead Director shall:

- 3.1 provide leadership to ensure that the Board functions independently of management of the Corporation and other non-independent directors;
- 3.2 providing leadership to foster the effectiveness of the Board;
- 3.3 suggest items of importance for consideration on the agenda for each meeting of the Board and, in consultation with the Chair and management of the Corporation, set the agenda for each meeting of the Board;
- 3.4 oversee the Board’s independence from management of the Corporation and ensure that the independent directors have adequate and regularly scheduled opportunities to meet to discuss issues without management present;
- 3.5 as may be required from time to time, consult and meet with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors in

discussions with management of the Corporation on corporate governance issues and other matters;

- 3.6 act as liaison between the independent directors and the Chair;
- 3.7 chair Board meetings when the Chair is not in attendance, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- 3.8 chair each Board meeting at which only non-management directors are present;
- 3.9 work with the Chair to ensure that the appropriate committee structure is in place and make recommendations for appointment to such committees;
- 3.10 together with the Chair, be satisfied that the responsibilities of the Board are effectively carried out in compliance with the Board's mandate and that the functions of the Board delegated to the committees of the Board are effectively carried out and reported to the Board;
- 3.11 work with the Chair to ensure that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board, and to ensure sufficient time during Board meetings to fully discuss agenda items;
- 3.12 in consultation with the Chair, provide recommendations and advice to the Board on candidates for nomination or appointment to the Board;
- 3.13 recommend, where necessary, the holding of special meetings of the Board; and
- 4.14 provide additional services required by the Board.

#### **4. POSITION DESCRIPTION REVIEW**

From time to time as appropriate, the Board shall review this position description and approve any changes it considers appropriate.