

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>GORENSTEIN MICHAEL RYAN</u>  (Last) (First) (Middle) <u>111 PETER STREET, SUITE 300</u>  (Street) <u>TORONTO A6 M5V 2G9</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cronos Group Inc. [ CRON ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON SHARES	11/12/2020		M		4,000,000	A	\$0.1876 <sup>(1)</sup>	4,617,447	D	
COMMON SHARES	11/12/2020		F <sup>(2)</sup>		105,151	D	\$7.14 <sup>(3)</sup>	4,512,296	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
WARRANTS	\$0.1876 <sup>(1)</sup>	11/12/2020		M			4,000,000	<sup>(4)</sup>	05/27/2021	COMMON SHARES	4,000,000	\$0	3,990,221	D	

**Explanation of Responses:**

- The price reported was converted from the Canadian exercise price of C\$0.245 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.7657 as reported by Bloomberg as of November 11, 2020.
- On November 12, 2020, the reporting person exercised warrants to purchase 4,000,000 common shares of Cronos Group Inc. (the "Company") for C\$0.245 per common share. The reporting person paid the exercise price on a cashless basis, resulting in the Company's withholding of 105,151 common shares to pay the exercise price and issuing to the reporting person the remaining 3,894,849 common shares.
- The price reported is in U.S. dollars based on the exchange rate of C\$1.00 to US\$0.7657 as reported by Bloomberg as of November 11, 2020.
- The warrants were issued between May 16, 2016 and August 12, 2016 and were immediately exercisable.

**Remarks:**

/s/ Eileen Uy, as attorney-in-fact for Michael R. Gorenstein 11/16/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.