

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person * <u>ROSENHECK ROBERT STEVEN</u>  (Last) (First) (Middle) <u>720 KING STREET WEST, SUITE 320</u>  (Street) <u>TORONTO A6 M5V 2T3</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/31/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cronos Group Inc. [ CRON ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>See Remarks</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON SHARES	400,677 <sup>(1)</sup>	D	
COMMON SHARES	386,365 <sup>(2)</sup>	I	Held by Mr. Rosenheck's spouse. <sup>(3)</sup>
COMMON SHARES	1,997,086	I	Held by Laurel Canyon Associates, LLC <sup>(4)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- Includes 366,486 restricted share units granted on September 5, 2019. The restricted share units vest on the third anniversary of the grant date.
- Includes 366,486 restricted share units granted on September 5, 2019. The restricted share units vest on the third anniversary of the grant date.
- Mr. Rosenheck disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Rosenheck is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Laurel Canyon Associates, LLC is wholly owned by the Rosenheck-Capobianco Family Trust u/t/a dated June 21, 2018 (the "Trust"). Mr. Rosenheck and his spouse are the sole trustees of the Trust.

**Remarks:**

Chief Executive Officer, Redwood Wellness Exhibit List: Exhibit 24 - Power of Attorney This Form 3 is being filed in advance of January 1, 2020, on which date the reporting person will become subject to Section 16 of the Securities Exchange Act of 1934, as amended.

/s/ Xiu Ming Shum as Attorney-in-Fact for Robert S. Rosenheck 12/31/2019

\*\* 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 5 (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.

Authorization and Designation  
to Sign and File  
Section 16 Reporting Forms

The undersigned, an executive officer of Cronos Group Inc., a corporation formed under the Business Corporations Act (Ontario) (the "Company"), does hereby authorize and designate Jerry Barbato or Xiu Ming Shum, each with right to substitute and resubstitute, but for only so long as each of them is an officer of the Company, to sign and file on his or her behalf the application for the required Securities and Exchange Commission ("SEC") electronic CIK/CCC codes and any and all Forms 3, 4 and 5 and Forms 144 relating to equity securities of the Company with the SEC pursuant to the requirements of Section 16 of the Securities Exchange Act of 1934 ("Section 16") and Rule 144 under the Securities Act of 1933, as amended. This authorization, unless earlier revoked in writing, shall be valid until the undersigned's reporting obligations under Section 16 and Rule 144 with respect to equity securities of the Company shall cease. All prior such authorizations are hereby revoked.

IN WITNESS WHEREOF, the undersigned has executed this Authorization and Designation this 16th day of December, 2019.

/s/ Robert Steven Rosenheck

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Robert Steven Rosenheck