
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Section 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the month of August 2019

Commission File No. 001-38403

CRONOS GROUP INC.

(Name of registrant)

**720 King Street W., Suite 320
Toronto, Ontario
M5V 2T3**
(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1):
Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7):
Yes No

EXHIBIT INDEX

| Exhibit | Description |
|----------------|---|
| 99.1 | <u>Unaudited Condensed Interim Consolidated Financial Statements dated August 7, 2019</u> |
| 99.2 | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations dated August 7, 2019</u> |
| 99.3 | <u>Form 52-109F2 – Certification of Interim Filings Full Certificate – Chief Executive Officer dated August 8, 2019</u> |
| 99.4 | <u>Form 52-109F2 – Certification of Interim Filings Full Certificate – Chief Financial Officer dated August 8, 2019</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

CRONOS GROUP INC.

(Registrant)

By: /s/ Michael Gorenstein
Name: Michael Gorenstein
Title: President and Chief Executive Officer

Date: August 8, 2019



CRONOS GROUP INC.

Unaudited Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2019 and June 30, 2018

(in thousands of Canadian dollars)

Cronos Group Inc.
Unaudited Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2019 and June 30, 2018

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Cronos Group Inc.
Unaudited Condensed Interim Consolidated Statements of Financial Position
As at June 30, 2019 and December 31, 2018
(in thousands of CDN \$)

| | Notes | As at June 30, 2019 | As at December 31, 2018 |
|--|------------|---------------------------|-------------------------------|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | 22(a) | \$ 1,579,231 | \$ 32,634 |
| Short-term investments | 22(a) | 744,936 | - |
| Interest receivable | 22(a) | 5,751 | - |
| Accounts receivable | 22(a) | 11,960 | 4,163 |
| Sales taxes receivable | | 7,936 | 3,419 |
| Prepaid expenses and other assets | | 7,079 | 3,876 |
| Biological assets | 4 | 10,032 | 9,074 |
| Inventory | 4 | 41,667 | 11,584 |
| Total current assets | | 2,408,592 | 64,750 |
| Advances to joint ventures | 5,22(a) | 26,608 | 6,395 |
| Net investments in equity accounted investees | 5 | 2,025 | 4,038 |
| Other investments | 6 | 300 | 705 |
| Loans receivable | 7,22(a) | 16,664 | 314 |
| Property, plant and equipment | 8 | 196,718 | 171,720 |
| Right-of-use assets | 3,11 | 3,359 | 171 |
| Intangible assets | 9 | 11,461 | 11,234 |
| Goodwill | 9 | 1,792 | 1,792 |
| Total assets | | \$ 2,667,519 | \$ 261,119 |
| Liabilities | | | |
| Current liabilities | | | |
| Accounts payable and other liabilities | 22(b) | 30,747 | 15,372 |
| Holdbacks payable | 22(b) | 2,274 | 7,887 |
| Government remittances payable | 22(b) | 630 | 1,123 |
| Current portion of lease obligations | 3,11,22(b) | 417 | 41 |
| Construction loan payable | 12,22(b) | - | 20,951 |
| Derivative liabilities | 13,22(b) | 1,399,594 | - |
| Total current liabilities | | 1,433,662 | 45,374 |
| Lease obligations | 3,11,22(b) | 3,109 | 119 |
| Due to non-controlling interests | 10,22(b) | 2,249 | 2,136 |
| Deferred income tax liability | 20 | 4,036 | 1,850 |
| Total liabilities | | \$ 1,443,056 | \$ 49,479 |
| Shareholders' equity | | | |
| Share capital | 14(a) | 559,296 | 225,500 |
| Warrants | 15(a) | 754 | 1,548 |
| Stock options | 15(b) | 8,573 | 6,241 |
| Retained earnings (accumulated deficit) | | 655,047 | (22,715) |
| Accumulated other comprehensive income | | 944 | 930 |
| Total equity attributable to shareholders of Cronos Group | | 1,224,614 | 211,504 |
| Non-controlling interests | 3,10 | (151) | 136 |
| Total shareholders' equity | | 1,224,463 | 211,640 |
| Total liabilities and shareholders' equity | | \$ 2,667,519 | \$ 261,119 |
| Commitments and contingencies | 19 | | |
| Subsequent events | 25 | | |

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

Approved on behalf of the Board of Directors:

"Michael Gorenstein"
Director

"James Rudyk"
Director

Cronos Group Inc.

Unaudited Condensed Interim Consolidated Statements of Operations and Comprehensive Income (Loss)

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except share and per share amounts)

| | Notes | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|----------|--------------------------------|-------------|------------------------------|-------------|
| | | 2019 | 2018 | 2019 | 2018 |
| Gross revenue | 16 | \$ 10,787 | \$ 3,394 | \$ 17,772 | \$ 6,339 |
| Excise taxes | | (550) | - | (1,065) | - |
| Net revenue | | 10,237 | 3,394 | 16,707 | 6,339 |
| Cost of sales | | | | | |
| Cost of sales before fair value adjustments | | 4,762 | 1,254 | 7,746 | 2,821 |
| Gross profit before fair value adjustments | | 5,475 | 2,140 | 8,961 | 3,518 |
| Fair value adjustments | | | | | |
| Unrealized change in fair value of biological assets | 4 | (4,024) | (6,831) | (17,577) | (9,575) |
| Realized fair value adjustments on inventory sold in the period | | 3,557 | 2,625 | 7,279 | 4,819 |
| Total fair value adjustments | | (467) | (4,206) | (10,298) | (4,756) |
| Gross profit | | 5,942 | 6,346 | 19,259 | 8,274 |
| Operating expenses | | | | | |
| Sales and marketing | | 5,358 | 364 | 6,858 | 950 |
| Research and development | | 3,076 | - | 4,633 | - |
| General and administrative | | 15,176 | 4,219 | 24,787 | 6,680 |
| Share-based payments | 15(b) | 2,002 | 950 | 2,739 | 1,724 |
| Depreciation and amortization | 8,9,11 | 675 | 323 | 1,145 | 608 |
| Total operating expenses | | 26,287 | 5,856 | 40,162 | 9,962 |
| Operating loss | | (20,345) | 490 | (20,903) | (1,688) |
| Other income (expense) | | | | | |
| Interest income (expense) | | 12,531 | (37) | 15,251 | (59) |
| Financing and transaction costs | 12,13,25 | (4,505) | - | (34,066) | - |
| Gain on revaluation of derivative liabilities | 13 | 263,943 | - | 700,326 | - |
| Share of (loss) income from investments in equity accounted investees | 5 | (991) | 3 | (1,255) | 44 |
| Gain on disposal of Whistler | 5 | - | - | 20,606 | - |
| Gain on other investments | 6 | - | - | 924 | 221 |
| Total other income | | 270,978 | (34) | 701,786 | 206 |
| Income (loss) before income taxes | | 250,633 | 456 | 680,883 | (1,482) |
| Deferred income tax (recovery) expense | 20 | (335) | (267) | 2,222 | (1,155) |
| Net income (loss) | | \$ 250,968 | \$ 723 | \$ 678,661 | \$ (327) |
| Net income (loss) attributable to: | | | | | |
| Cronos Group | | \$ 251,117 | \$ 723 | \$ 678,946 | \$ (327) |
| Non-controlling interests | 10 | (149) | - | (285) | - |
| | | \$ 250,968 | \$ 723 | \$ 678,661 | \$ (327) |
| Other comprehensive income (loss) | | | | | |
| Gain on revaluation and disposal of other investments, net of tax | 6,20 | \$ - | \$ 39 | \$ 103 | \$ 4 |
| Foreign exchange loss on translation of foreign operations | 2(a),10 | (104) | - | (87) | - |
| Total other comprehensive income (loss) | | (104) | 39 | 16 | 4 |
| Comprehensive income (loss) | | \$ 250,864 | \$ 762 | \$ 678,677 | \$ (323) |
| Comprehensive income (loss) attributable to: | | | | | |
| Cronos Group | | \$ 251,011 | \$ 762 | \$ 678,960 | \$ (323) |
| Non-controlling interests | 10 | (147) | - | (283) | - |
| | | \$ 250,864 | \$ 762 | \$ 678,677 | \$ (323) |
| Earnings (loss) per share | | | | | |
| Basic | 17 | \$ 0.75 | \$ 0.00 | \$ 2.14 | \$ (0.00) |
| Diluted | 17 | \$ 0.22 | \$ 0.00 | \$ 0.58 | \$ (0.00) |
| Weighted average number of outstanding shares | | | | | |
| Basic | 17 | 334,665,873 | 175,529,196 | 317,940,749 | 166,343,078 |
| Diluted | 17 | 374,676,595 | 211,524,230 | 364,872,093 | 166,343,078 |

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

Cronos Group Inc.

Unaudited Condensed Interim Consolidated Statements of Changes in Equity

For the six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except number of share amounts)

| | Notes | Number of shares | Share capital | Shares to be issued | Share-based reserve | | Retained earnings (accumulated deficit) | Accumulated other comprehensive income | Non-controlling interests | Total |
|---|-------------|--------------------|-------------------|---------------------|---------------------|-----------------|---|--|---------------------------|---------------------|
| | | | | | Warrants | Stock options | | | | |
| Balance at January 1, 2019 as previously reported | | 178,720,022 | \$ 225,500 | \$ - | \$ 1,548 | \$ 6,241 | \$ (22,715) | \$ 930 | \$ 136 | \$ 211,640 |
| Adoption of IFRS 16 | 3 | - | - | - | - | - | (68) | - | (4) | (72) |
| Balance at January 1, 2019 as restated | | 178,720,022 | 225,500 | - | 1,548 | 6,241 | (22,783) | 930 | 132 | 211,568 |
| Shares issued | 14(a) | 149,831,154 | 334,099 | - | - | - | - | - | - | 334,099 |
| Share issuance costs | 14(a) | - | (5,002) | - | - | - | - | - | - | (5,002) |
| Warrants exercised | 15(a) | 7,390,961 | 2,709 | - | (794) | - | - | - | - | 1,915 |
| Vesting of options | 15(b) | - | - | - | - | 2,739 | - | - | - | 2,739 |
| Options exercised | 15(b) | 5,325 | 25 | - | - | (8) | - | - | - | 17 |
| Share appreciation rights exercised | 15(b) | 146,143 | 399 | - | - | (399) | (1,116) | - | - | (1,116) |
| Top-up Rights exercised | 13(c),14(b) | 50,938 | 1,566 | - | - | - | - | - | - | 1,566 |
| Net income (loss) | | - | - | - | - | - | 678,946 | - | (285) | 678,661 |
| Other comprehensive income | | - | - | - | - | - | - | 14 | 2 | 16 |
| Balance at June 30, 2019 | | <u>336,144,543</u> | <u>\$ 559,296</u> | <u>\$ -</u> | <u>\$ 754</u> | <u>\$ 8,573</u> | <u>\$ 655,047</u> | <u>\$ 944</u> | <u>\$ (151)</u> | <u>\$ 1,224,463</u> |
| Balance at January 1, 2018 | | 149,360,603 | \$ 83,559 | \$ - | \$ 3,364 | \$ 2,289 | \$ (3,724) | \$ 880 | \$ - | \$ 86,368 |
| Shares issued | 14(a) | 15,677,143 | 146,032 | - | - | - | - | - | - | 146,032 |
| Share issuance costs | | - | (9,444) | - | - | - | - | - | - | (9,444) |
| Shares to be issued | | - | - | 17 | - | - | - | - | - | 17 |
| Warrants exercised | 15(a) | 11,364,335 | 3,852 | - | (1,496) | - | - | - | - | 2,356 |
| Vesting of options | 15(b) | - | - | - | - | 1,724 | - | - | - | 1,724 |
| Options exercised | 15(b) | 353,339 | 682 | - | - | (142) | - | - | - | 540 |
| Share appreciation rights exercised | 15(b) | 150,215 | 61 | - | - | (61) | - | - | - | - |
| Net loss | | - | - | - | - | - | (327) | - | - | (327) |
| Other comprehensive income | | - | - | - | - | - | - | 4 | - | 4 |
| Balance at June 30, 2018 | | <u>176,905,635</u> | <u>\$ 224,742</u> | <u>\$ 17</u> | <u>\$ 1,868</u> | <u>\$ 3,810</u> | <u>\$ (4,051)</u> | <u>\$ 884</u> | <u>\$ -</u> | <u>\$ 227,270</u> |

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

Cronos Group Inc.
Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the three and six months ended June 30, 2019 and June 30, 2018
(in thousands of CDN \$)

| | Notes | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|-------------|--------------------------------|------------------|------------------------------|------------------|
| | | 2019 | 2018 | 2019 | 2018 |
| Operating activities | | | | | |
| Net income (loss) | | \$ 250,968 | \$ 723 | \$ 678,661 | \$ (327) |
| Items not affecting cash and cash equivalents: | | | | | |
| Unrealized change in fair value of biological assets | 4 | (4,024) | (6,831) | (17,577) | (9,575) |
| Realized fair value adjustments on inventory sold in the period | | 3,557 | 2,625 | 7,279 | 4,819 |
| Share-based payments | 15(b) | 2,002 | 950 | 2,739 | 1,724 |
| Depreciation and amortization | 8,9,11 | 675 | 323 | 1,145 | 608 |
| Depreciation relieved on inventory sold | 21 | 363 | 47 | 598 | 216 |
| Gain on revaluation of derivative liabilities | 13 | (263,943) | - | (700,326) | - |
| Share of loss (income) from investments in equity accounted investees | 5 | 991 | (3) | 1,255 | (44) |
| Gain on disposal of Whistler | 5 | - | - | (20,606) | - |
| Gain on other investments | 6 | - | - | (924) | (221) |
| Deferred income tax (recovery) expense | 20 | (335) | (267) | 2,222 | (1,155) |
| Foreign exchange loss (gain) | | 178 | 4 | 92 | (12) |
| Net changes in non-cash working capital | 21 | (47,860) | (4,437) | (30,541) | (16,662) |
| Cash and cash equivalents used in operating activities | | (57,428) | (6,866) | (75,983) | (20,629) |
| Investing activities | | | | | |
| Purchase of short-term investments | | (744,936) | - | (744,936) | - |
| Advances to joint ventures | 5 | (5,481) | - | (21,293) | - |
| Investments in equity accounted investees | 5 | - | - | (2,200) | - |
| Proceeds from sale of other investments | 6 | - | 280 | 26,078 | 967 |
| Payment to exercise ABCann warrants | 6 | - | - | - | (113) |
| Advances on loans receivable | 7 | (16,350) | - | (16,350) | - |
| Purchase of property, plant and equipment | 8 | (14,445) | (30,025) | (27,899) | (37,667) |
| Purchase of intangible assets | 9 | (577) | (38) | (628) | (169) |
| Advance to Cronos Israel | 10 | - | (378) | - | (1,304) |
| Cash and cash equivalents used in investing activities | | (781,789) | (30,161) | (787,228) | (38,286) |
| Financing activities | | | | | |
| Advance from non-controlling interests | 10 | 2 | - | 113 | - |
| Repayment of lease obligations | 11 | (184) | - | (216) | - |
| Repayment of construction loan payable | 12 | - | - | (21,311) | - |
| Payment of accrued interest on construction loan payable | 12 | - | - | (121) | (185) |
| Advance under Credit Facility | 12 | - | - | 65,000 | - |
| Repayment of Credit Facility | 12 | - | - | (65,000) | - |
| Proceeds from Altria Investment | 13,14(a) | - | - | 2,434,757 | - |
| Proceeds from share issuance | 14(a) | - | 100,032 | - | 146,032 |
| Share issuance costs | 14(a) | (101) | (6,363) | (5,002) | (9,444) |
| Proceeds from exercise of warrants and options | 15(a),(b) | 750 | 599 | 1,932 | 2,913 |
| Withholding taxes paid on share appreciation rights | 15(b) | (569) | - | (1,116) | - |
| Proceeds from exercise of Top-up Rights | 13(c),14(b) | 828 | - | 828 | - |
| Cash and cash equivalents provided by financing activities | | 726 | 94,268 | 2,409,864 | 139,316 |
| Net change in cash and cash equivalents | | (838,491) | 57,241 | 1,546,653 | 80,401 |
| Cash and cash equivalents - beginning of period | | 2,417,855 | 32,368 | 32,634 | 9,208 |
| Effects of foreign exchange on cash and cash equivalents | | (133) | - | (56) | - |
| Cash and cash equivalents - end of period | | \$ 1,579,231 | \$ 89,609 | \$ 1,579,231 | \$ 89,609 |
| Supplemental cash flow information | | | | | |
| Interest paid | | \$ 77 | \$ 189 | \$ 752 | \$ 496 |
| Interest received | | 10,054 | - | 10,054 | - |

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

1. Nature of business

Cronos Group Inc. ("**Cronos Group**" or the "**Company**") was incorporated under the *Business Corporations Act* (Ontario). Cronos Group is a public corporation, with its head office located at 720 King Street West, Suite 320, Toronto, Ontario, M5V 2T3. The Company's common shares are listed on the Nasdaq Global Market ("**NASDAQ**") and on the Toronto Stock Exchange ("**TSX**") under the ticker symbol ("**CRON**").

Cronos Group is an innovative global cannabinoid company, with an international supply chain and distribution across five continents. The Company is engaged in the cultivation, manufacturing, and marketing of cannabis and cannabis-derived products for the medical and adult-use markets. Cronos Group is committed to building disruptive intellectual property by advancing cannabis research, technology and product development. With a passion to responsibly elevate the consumer experience, Cronos Group is building an iconic brand portfolio. Cronos Group's brand portfolio includes PEACE NATURALSTM, a global health and wellness platform, and two adult-use brands, COVE™ and Spinach™. The Company operates two wholly-owned license holders ("**License Holders**") under the *Cannabis Act* (Canada) and its relevant regulations (the "**Cannabis Act**"). The Company's License Holders are Peace Naturals Project Inc. ("**Peace Naturals**"), which has production facilities near Stayner, Ontario, and Original BC Ltd. ("**OGBC**"), which has a production facility in Armstrong, British Columbia.

Cronos Group has also established five strategic joint ventures in Canada, Israel, Australia, and Colombia, and holds minority interests in cannabis-related companies and License Holders. One of these strategic joint ventures is considered a subsidiary for financial reporting purposes, refer to Note 2(a).

2. Basis of presentation

These unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2019 and June 30, 2018 have been prepared in accordance with International Accounting Standard ("**IAS**") 34, Interim Financial Reporting. The accounting policies adopted in the preparation of the unaudited condensed interim consolidated financial statements are consistent with those followed in the preparation of the Company's audited annual consolidated financial statements for the year ended December 31, 2018, except for the adoption of new standards effective as of January 1, 2019. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. The Company applied, as of January 1, 2019, International Financial Reporting Standard ("**IFRS**") 16, Leases and Interpretation of the IFRS Interpretations Committee ("**IFRIC**") 23, Uncertainty over income tax treatments. As required by IAS 34, the nature and effect of these changes are disclosed in Note 3.

These unaudited condensed interim consolidated financial statements do not conform in all respects to the requirements of IFRS as issued by the International Accounting Standards Board ("**IASB**") for annual financial statements. Accordingly, these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's December 31, 2018 audited annual consolidated financial statements and notes.

These unaudited condensed interim consolidated financial statements were approved by the Board of Directors (the "**Board**") on August 7, 2019.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***2. Basis of presentation (continued)****(a) Basis of consolidation**

These unaudited condensed interim consolidated financial statements include the accounts of Cronos Group Inc. and its subsidiaries, summarized in the following chart:

| Subsidiaries | Jurisdiction of incorporation | Incorporation date | Ownership interest |
|---|--------------------------------------|---------------------------|---------------------------|
| Hortican Inc. (" Hortican ") | Canada | January 17, 2013 | 100% |
| Peace Naturals | Canada | November 21, 2012 | 100% |
| OGBC | Canada | March 15, 2013 | 100% |
| Cronos Canada Holdings Inc. | Canada | March 13, 2018 | 100% |
| Cronos Global Holdings Inc. | Canada | April 25, 2017 | 100% |
| Cronos Israel G.S. Cultivations Ltd. (i) | Israel | February 4, 2018 | 70% |
| Cronos Israel G.S. Manufacturing Ltd. (i) | Israel | September 4, 2018 | 90% |
| Cronos Israel G.S. Store Ltd. (i) | Israel | June 28, 2018 | 90% |
| Cronos Israel G.S. Pharmacies Ltd. (i) | Israel | February 15, 2018 | 90% |
| Cronos Device Labs Ltd. (" Cronos Device Labs ") | Israel | March 14, 2019 | 100% |

(i) These Israeli entities are collectively referred to as "**Cronos Israel**".

In the unaudited condensed interim consolidated statements of operations and comprehensive income (loss), net income (loss) and other comprehensive income (loss) are attributed to the equity holders of the Company and to the non-controlling interests. Non-controlling interests in the equity of Cronos Israel are presented separately in the shareholders' equity section of the unaudited condensed interim consolidated statements of financial position and the unaudited condensed interim consolidated statements of changes in equity.

(b) Investments in equity accounted investees

Investees in which the Company has significant influence or joint control are accounted for using the equity method. The Company's interests in equity accounted investees are summarized in the following chart.

| Equity accounted investees | Jurisdiction of incorporation | Ownership interest |
|--|--------------------------------------|---------------------------|
| Cronos Australia Limited (" Cronos Australia ") | Australia | 50% |
| MedMen Canada Inc. (" MedMen Canada ") | Canada | 50% |
| Cronos Growing Company Inc. (" Cronos GrowCo ") | Canada | 50% |
| NatuEra S.à r.l (" NatuEra ") | Luxembourg | 50% |

As at December 31, 2018, the company held a 19% ownership interest in Whistler Marijuana Company ("**Whistler**"). During the six months ended June 30, 2019, the Company divested its investment in Whistler.

(c) Basis of measurement

Apart from biological assets, other investments, and derivative liabilities, which are measured at fair value, the unaudited condensed interim consolidated financial statements have been presented and prepared on the basis of historical cost.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***2. Basis of presentation (continued)**

- (d) Functional and presentation currency

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars ("CDN"), which is the functional currency of the Company. The functional currency of all subsidiaries is the national currency of the respective jurisdiction of incorporation. Refer to Note 2(a).

3. Adoption of new accounting pronouncements

- (a) IFRS 16, Leases

IFRS 16 was issued in January 2016 and replaces the previous guidance on leases, predominantly IAS 17, Leases. The Company has applied IFRS 16 with an initial application date of January 1, 2019, in accordance with the transitional provisions specified in IFRS 16. As a result, the Company has changed its accounting policy for lease contracts as detailed below. The Company has applied the following practical expedients:

- (i) The Company applied the simplified transition approach and did not restate comparative information. As a result, the Company recognized the cumulative effect of initially applying IFRS 16 as an adjustment to the accumulated deficit as at January 1, 2019.
- (ii) On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Company applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17, and IFRIC 4, Determining whether an arrangement contains a lease, were not reassessed for whether they contain a lease. The Company applied the definition of a lease under IFRS 16 to contracts entered into or changed on or after January 1, 2019.

In accordance with the practical expedients applied, the Company has recognized lease liabilities and right-of-use assets at the date of initial application for leases previously classified as operating leases in accordance with IAS 17. The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases (lease term of 12 months or less) and leases for which the underlying asset is of low value. The Company has elected to measure the right-of-use assets at the carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the Company's incremental borrowing rate at the date of initial application. For the lease previously classified as a finance lease under IAS 17, the carrying amount of the right-of-use asset and the lease liability at the date of initial application is equal to the carrying amount of the leased asset and lease liability immediately before the date of initial application.

The following table summarizes the impacts of adopting IFRS 16 on the Company's unaudited condensed interim consolidated financial statements as at the date of initial application:

| As at January 1, 2019 | As previously reported under IAS 17 | Adjustments ⁽ⁱ⁾ | As restated under IFRS 16 |
|-------------------------------|--|----------------------------|------------------------------|
| Right-of-use assets | \$ 217 | \$ 1,890 | \$ 2,107 |
| Accumulated depreciation | 46 | 144 | 190 |
| Current lease liabilities | 41 | 303 | 344 |
| Non-current lease liabilities | 119 | 1,515 | 1,634 |
| Accumulated deficit | (22,715) | (68) | (22,783) |
| Non-controlling interests | 136 | (4) | 132 |

- (i) The adjustments are due to the recognition of right-of-use assets and lease obligations for lease contracts previously classified as operating leases under IAS 17 prior to the date of initial application. The weighted average incremental borrowing rate applied to the lease liabilities recognized at the date of initial application is 12%. There would be no difference between the discounted value of the operating lease commitments disclosed at December 31, 2018 and the adjustments above. Furthermore, there were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***3. Adoption of new accounting pronouncements (continued)****(a) IFRS 16, Leases (continued)**

The following is the Company's policy for accounting for lease contracts in accordance with IFRS 16:

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the commencement date of the lease. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use assets are adjusted for impairment losses, if any. The estimated useful lives and recoverable amounts of right-of-use assets are determined on the same basis as those of property and equipment. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method. The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases (lease term of 12 months or less) and leases for which the underlying asset is of low value. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(b) IFRIC 23, Uncertainty over income tax treatments

IFRIC 23 clarifies the application of recognition and measurement requirements in IAS 12, Income taxes, when there is uncertainty over income tax treatments. It specifically addresses whether an entity considers each tax treatment independently or collectively, the assumptions an entity makes about the examination of tax treatments by taxation authorities, how an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and how an entity considers changes in facts and circumstances. IFRIC 23 became effective for fiscal years beginning on or after January 1, 2019, with earlier application permitted. The Company has adopted this interpretation as of its effective date and has assessed no significant impact as a result of the adoption of this interpretation.

4. Biological assets and inventory**(a) Biological assets**

The Company's biological assets consist of cannabis plants. The changes in the carrying amounts of the biological assets are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-----------------|------------------------------|-----------------|
| | 2019 | 2018 | 2019 | 2018 |
| Balance - beginning of period | \$ 11,506 | \$ 4,490 | \$ 9,074 | \$ 3,722 |
| Capitalization of production costs | 5,498 | 1,996 | 8,836 | 3,710 |
| Unrealized change in fair value of biological assets | 4,024 | 6,831 | 17,577 | 9,575 |
| Transferred to inventory upon harvest | (10,996) | (6,418) | (25,455) | (10,108) |
| Balance - end of period | <u>\$ 10,032</u> | <u>\$ 6,899</u> | <u>\$ 10,032</u> | <u>\$ 6,899</u> |

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***4. Biological assets and inventory (continued)****(a) Biological assets (continued)**

As at June 30, 2019, the Company has 81,874 plants classified as biological assets which are expected to ultimately yield 4,585 kg of dry cannabis (December 31, 2018 - 46,004 plants which were expected to ultimately yield 6,303 kg of dry cannabis).

The Company measures its biological assets at fair value less costs to sell. This valuation is based on the expected harvest yield (on a grams per plant basis) for plants currently being cultivated, adjusted for the expected net selling price less post-harvest costs attributable to bringing a harvested gram of cannabis to a saleable condition and ultimate sale (on a per gram basis). The Company accretes the fair value of each cannabis plant on a straight-line basis over the expected growing cycle. As at June 30, 2019, the plants were on average 7 weeks into the growing cycle, 47% complete, and were ascribed approximately 47% (December 31, 2018 - 6 weeks, 37%, and 37%, respectively) of their expected fair value at harvest date.

(b) Inventory

Inventory consisted of the following:

| | <u>As at June 30, 2019</u> | | <u>As at December 31, 2018</u> | |
|---------------------------------|----------------------------|------------------|--------------------------------|------------------|
| Dry cannabis | | | | |
| Finished goods | 379 kg | \$ 2,129 | 187 kg | \$ 972 |
| Work-in-process | 3,932 kg | <u>18,853</u> | 1,789 kg | <u>7,733</u> |
| | | 20,982 | | 8,705 |
| Cannabis oils (i) | | | | |
| Finished goods | 387 kg | 2,272 | 115 kg | 656 |
| Work-in-process | 3,567 kg | <u>16,121</u> | 220 kg | <u>1,250</u> |
| | | 18,393 | | 1,906 |
| Raw materials | (ii) | 167 | (ii) | 171 |
| Supplies and consumables | | 2,125 | | 802 |
| | | <u>\$ 41,667</u> | | <u>\$ 11,584</u> |

(i) Cannabis oils are expressed in dry cannabis gram equivalents. Refer to Note 4(d) for the equivalency factor applied.

(ii) As at June 30, 2019 and December 31, 2018, raw materials consisted of 0.267 kg of seeds held by the Company.

As at June 30, 2019, the Company held 54 kg (December 31, 2018 - 29 kg) of dry cannabis and 17 kg (December 31, 2018 - 4 kg) of cannabis oils as retention samples, which are valued at \$nil.

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

4. Biological assets and inventory (continued)

(c) Direct and indirect cost allocations

Costs incurred to transform biological assets up to the point of harvest ("**production costs**") are capitalized as they are incurred, which become the cost basis of the biological assets. These costs include direct costs such as nutrients, soil, and seeds, as well as other indirect costs such as utilities, an allocation of indirect labour, property taxes, and depreciation of equipment used in the growing process. The biological assets are then revalued to fair value less costs to sell immediately prior to harvest and at the end of each reporting period. Gains or losses arising from changes in the fair value less costs to sell, excluding capitalized production costs, are presented as unrealized changes in the fair value of biological assets. At the point of harvest, agricultural produce consisting of cannabis is considered inventory. The fair value less costs to sell becomes the cost base of inventory. Any subsequent post-harvest costs ("**processing costs**"), including direct costs attributable to processing and related overhead, are capitalized to inventory as they are incurred. Upon ultimate sale of inventory, the associated production and processing costs are presented as cost of sales before fair value adjustments; the remaining cost of inventory, associated with fair value less costs to sell prior to harvest, is presented as realized fair value adjustments on inventory sold in the period.

The direct and indirect costs related to biological assets and inventory are allocated as follows. The allocation basis was consistent for the six months ended June 30, 2019 and 2018, unless otherwise specified.

| Nature of cost | Allocation basis |
|---|---|
| Consumables (insect control, fertilizers, soil) | 100% allocated to production costs because these costs are incurred to support plant growth |
| Labour costs (including salaries and benefits) | Allocated based on job descriptions of various personnel 40% allocated to processing costs; 40% allocated to production costs; 20% allocated to operating expenses (2018 - 20%; 60%; and 20%; respectively) |
| Supplies and small tools | 80% allocated to production costs; 20% allocated to processing costs |
| Utilities | Allocated based on estimates of usage 10% allocated to processing costs; 90% allocated to production costs |
| Property taxes, depreciation, security | Allocated based on estimates of square footage 20% allocated to processing costs; 50% allocated to production costs; 30% allocated to operating expenses |
| Packaging costs | 100% allocated to processing costs |

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***4. Biological assets and inventory (continued)**

(d) Significant inputs and sensitivity analyses

The Company has made the following estimates related to significant inputs in the valuation model:

| Significant inputs | Definition |
|----------------------------|--|
| Net selling price per gram | Estimated net selling price per gram of dry cannabis based on historical sales of dry cannabis, excluding sales of cannabis oil, and anticipated prices, after adjustment for excise taxes |
| Harvest yield per plant | Expected grams of dry cannabis to be harvested from a cannabis plant, based on the weighted average historical yields by plant strain |
| Stage of growth | Weighted average plant age (in weeks) out of the 14 week (December 31, 2018 - 16 week) growing cycle as of the period end date |
| Processing costs per gram | Estimated post-harvest costs per gram to bring a gram of harvested cannabis to its saleable condition, including drying, curing, testing and packaging, and overhead allocation; estimated based on post-harvest costs incurred during the period divided by number of grams processed during the period |
| Selling costs per gram | Estimated shipping, order fulfillment, and labelling costs per gram; calculated as selling costs incurred during the period divided by number of grams sold during the period |
| Equivalency factor | Estimated grams of dry cannabis required to produce one millilitre of cannabis oil; estimated based on historical conversion results |
| Mass multipliers | Estimated multiples of crude extract and isolate mass in diluted cannabis oil products |

These inputs are level 3 on the fair value hierarchy, and are subject to volatility and several uncontrollable factors, which could significantly affect the fair value of biological assets and inventory in future periods.

The following table quantifies each of the significant unobservable inputs described above and provides a sensitivity analysis of the impact on the reported values of biological assets and inventory. The sensitivity analysis for each significant input is performed by assuming a 5% decrease in the input while other significant inputs remain constant at management's best estimate as of the period end date.

| | As at June 30, 2019 | Increase (decrease) as at June 30, 2019 | | As at December 31, 2018 | Increase (decrease) as at December 31, 2018 | |
|----------------------------|---------------------------|--|------------|----------------------------|--|-----------|
| | | Biological assets | Inventory | | Biological assets | Inventory |
| Net selling price per gram | \$5.93/g | \$ (643) | \$ (1,219) | \$5.58/g | \$ (673) | \$ (640) |
| Harvest yield per plant | 56 g | (500) | - | 137 g | (446) | - |
| Stage of growth | 7 weeks | (500) | - | 6 weeks | (446) | - |
| Processing costs per gram | \$1.26/g | 112 | 105 | \$1.98/g | 175 | 65 |
| Selling costs per gram | \$0.29/g | 31 | 59 | \$0.43/g | 52 | 50 |
| Equivalency factor | 0.3 g/mL | (208) | (1,105) | 0.3 g/mL | (45) | (104) |
| Mass multipliers | 35x - 50x | (144) | (792) | 30x - 50x | (5) | (24) |

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

5. Equity accounted investees

(a) Advances to joint ventures

Advances to joint ventures are unsecured, non-interest bearing, and have no terms of repayment, unless otherwise specified. The joint ventures are solely funded by their shareholders and the advances are considered an extension of the Company's investments therein. As such, losses recognized in excess of the Company's capital contributions are applied against the respective advances.

| As at June 30, 2019 | MedMen Canada (ii) | Cronos GrowCo (iii) | Cronos Australia (iv) | NatuEra (v) | Total |
|--|-------------------------------|--------------------------------|----------------------------------|--------------------|------------------|
| Gross advances to joint ventures | \$ 1,859 | \$ 24,642 | \$ 1,474 | \$ 297 | \$ 28,272 |
| Less: advances to joint ventures applied to carrying amount of investments | (169) | - | (1,198) | (297) | (1,664) |
| Advances to joint ventures | <u>\$ 1,690</u> | <u>\$ 24,642</u> | <u>\$ 276</u> | <u>\$ -</u> | <u>\$ 26,608</u> |
| | | | | | |
| As at December 31, 2018 | MedMen Canada (ii) | Cronos GrowCo (iii) | Cronos Australia (iv) | NatuEra (v) | Total |
| Gross advances to joint ventures | \$ 1,871 | \$ 4,080 | \$ 990 | \$ - | \$ 6,941 |
| Less: advances to joint ventures applied to carrying amount of investments | (175) | (29) | (342) | - | (546) |
| Advances to joint ventures | <u>\$ 1,696</u> | <u>\$ 4,051</u> | <u>\$ 648</u> | <u>\$ -</u> | <u>\$ 6,395</u> |

The Company did not make any advances to its joint ventures during the three and six months ended June 30, 2018.

(b) Net investment in equity accounted investees

A reconciliation of the carrying amount of the investments in associates and joint ventures is as follows:

| | Whistler (i) | MedMen Canada (ii) | Cronos GrowCo (iii) | Cronos Australia (iv) | NatuEra (v) | Total |
|---|---------------------|-------------------------------|--------------------------------|----------------------------------|--------------------|-----------------|
| As at January 1, 2019 | \$ 4,038 | \$ - | \$ - | \$ - | \$ - | \$ 4,038 |
| Share of net income (loss) | 38 | 6 | (36) | (856) | (407) | (1,255) |
| Contribution to (disposal of) investment | (4,076) | - | 2,200 | - | - | (1,876) |
| Advances to joint ventures applied to (transferred from) carrying amount of investments | - | (6) | (29) | 856 | 297 | 1,118 |
| As at June 30, 2019 | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 2,135</u> | <u>\$ -</u> | <u>\$ (110)</u> | <u>\$ 2,025</u> |
| | | | | | | |
| | Whistler (i) | MedMen Canada (ii) | Cronos GrowCo (iii) | Cronos Australia (iv) | NatuEra (v) | Total |
| As at January 1, 2018 | \$ 3,807 | \$ - | \$ - | \$ - | \$ - | \$ 3,807 |
| Share of net income | 44 | - | - | - | - | 44 |
| As at June 30, 2018 | <u>\$ 3,851</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 3,851</u> |

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

5. Equity accounted investees (continued)

- (i) Whistler was incorporated in British Columbia, Canada and is a License Holder with production facilities in British Columbia, Canada. Although the Company held less than 20% of the ownership interest and voting control of Whistler as at December 31, 2018, the Company had the ability to exercise significant influence through both its power to elect board members, and aggregately, with affiliated shareholders, the Company held over 20% of the voting control of Whistler.

On March 4, 2019, the Company sold all 2,563 shares of Whistler, representing approximately 19.0% of Whistler's issued and outstanding common shares, to Aurora Cannabis Inc. ("**Aurora**"), in connection with Aurora's acquisition of Whistler (the "**Whistler Transaction**"). As a result of the closing of the Whistler Transaction, the Company received 2,524,341 Aurora common shares with an aggregate value of approximately \$24,682. The closing of the Whistler Transaction resulted in a gain of \$20,606 recognized in net income, with the Aurora common shares received being measured at fair value through profit or loss. Refer to Note 6. In addition, the Company expects to receive further Aurora common shares valued at an aggregate of approximately \$7,600 upon the satisfaction of certain specified milestones, which has not been recognized in these unaudited condensed interim consolidated financial statements. The exact number of Aurora common shares to be issued to the Company following the satisfaction of each such milestone will be determined in reference to the five-day volume weighted average price of Aurora common shares immediately prior to the achievement of the applicable milestone.

- (ii) MedMen Canada was incorporated under the *Canada Business Corporations Act* ("**CBCA**") on March 13, 2018, with the objective of distribution, sale, and marketing of cannabis products in Canada. MedMen Canada holds the exclusive license to the MedMen brand in Canada for a minimum term of 20 years commencing from 2018.

- (iii) Cronos GrowCo was incorporated under the CBCA on June 14, 2018, with the objective of building a cannabis production greenhouse, applying for cannabis licenses under the Cannabis Act, and growing, cultivating, extracting, producing, selling, and distributing cannabis in accordance with such licenses.

- (iv) Cronos Australia Pty. Ltd. was incorporated under the Corporations Act 2001 (Australia) on December 6, 2016. On September 27, 2018, Cronos Australia Pty. Ltd. underwent a restructuring, resulting in the incorporation of Cronos Australia Limited on that date, which became the ultimate holding company of the group, owning 100% of Cronos Australia Group Pty. Ltd., which in turn owns 100% of Cronos Australia - Marketing & Distribution Pty. Ltd., Cronos Australia - Operations Pty. Ltd, and Cronos Australia - New Zealand Ltd. Cronos Group has committed to provide 50% of the capital expenditure and operating expense funding requirements, amounting to approximately \$10,000. The timing of these funding obligations has not been determined as of June 30, 2019.

Advances are denominated in Australian dollars ("**AUD**"). \$1,474 (\$1,500 AUD) (December 31, 2018 - \$990 (\$1,000 AUD)) is governed by an unsecured loan bearing interest at a rate of 12% per annum, calculated and compounded daily, in arrears, on the amounts advanced from the date of each advance. The loan is due at the earlier of Cronos Australia's initial public offering date and December 1, 2020. If the loan is overdue, the outstanding amount bears interest at an additional 2% per annum.

- (v) The Company indirectly holds a 50% interest in NatuEra Colombia S.A.S. ("**NatuEra Colombia**") through the Company's joint venture, NatuEra. NatuEra Colombia is a wholly owned subsidiary of NatuEra, incorporated in Colombia. Advances are denominated in United States dollars ("**USD**"). \$297 (\$226 USD) (December 31, 2018 - \$nil) is governed by an unsecured promissory note bearing interest at a rate of 1% per annum. The loan is due January 25, 2020.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***6. Other investments**

Other investments consist of investments in common shares and warrants of companies in the cannabis industry. These investments, with the exception of shares of Evergreen Medicinal Supply Inc. ("**Evergreen**") and warrants of ABcann Global Corporation (now known as "**VIVO Cannabis Inc.**") ("**ABcann**"), were quoted in an active market as of the relevant period end date and, as a result, had a reliably measurable fair value as of such period end dates.

| | As at June 30, 2019 | | As at December 31, 2018 | |
|--|--------------------------------|-------------|------------------------------|-------------|
| Fair value through other comprehensive income investments | | | | |
| Canopy Growth Corporation (" Canopy ") (i) | \$ | - | \$ | 405 |
| Evergreen (ii) | | 300 | | 300 |
| | <u>\$</u> | <u>300</u> | <u>\$</u> | <u>705</u> |
| | | | | |
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Gain recognized in net income (loss) | | | | |
| Aurora (iv) | \$ | - | \$ | 924 |
| ABcann - share warrants (iii) | | - | | 221 |
| | <u>\$</u> | <u>-</u> | <u>\$</u> | <u>924</u> |
| | | | | |
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Gain (loss) recognized in other comprehensive income (loss) before taxes | | | | |
| Canopy (i) | \$ | 53 | \$ | 67 |
| ABcann - shares (iii) | | (34) | | (224) |
| | <u>\$</u> | <u>19</u> | <u>\$</u> | <u>11</u> |

- (i) During the six months ended June 30, 2019, the Company sold all remaining 11,062 common shares of Canopy for gross proceeds of \$472 (2018 - 18,436 shares for gross proceeds of \$687).
- (ii) On March 16, 2017, Evergreen received a cultivation license under the Cannabis Act. As a result, the Company completed its subscription for a second tranche of common shares of Evergreen for \$100 and exercised its option to acquire an additional 5% of the equity of Evergreen for \$500, for a total additional investment of \$600. However, Evergreen, through its counsel, has indicated that the Company is not entitled to any interest in Evergreen and has rejected the payment. The Company filed a statement of claim in the Supreme Court of British Columbia and Evergreen has filed a statement of defence. The Company intends to vigorously pursue the enforcement of its rights to acquire equity in Evergreen.
- (iii) During the six months ended June 30, 2018, the Company exercised 182,927 share warrants for aggregate consideration of \$113, for additional shares of ABcann. Prior to the exercise, the share warrants were revalued to fair value using the Black-Scholes option pricing model. Subsequently, the Company sold all of its shares of ABcann for proceeds of \$280.
- (iv) In connection with the Whistler Transaction described in Note 5, the Company received 2,524,341 common shares of Aurora. During the six months ended June 30, 2019, the Company sold all 2,524,341 common shares of Aurora, for gross proceeds of \$25,606.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***7. Loans receivable**

| | As at June 30, 2019 | As at December 31, 2018 |
|---|------------------------|----------------------------|
| Loan receivable from 2645485 Ontario Inc. ("Mucci") (i) | \$ 16,350 | \$ - |
| Loan receivable from Evergreen (ii) | 265 | 265 |
| Add: Accrued interest | 49 | 49 |
| Total loans receivable | <u>\$ 16,664</u> | <u>\$ 314</u> |

(i) On June 28, 2019, the Company entered into a promissory note receivable agreement (the "**promissory note**") for \$16,350 with Mucci, the other 50% shareholder of Cronos GrowCo. The outstanding principal amount of the promissory note bears interest at 3.95% due within 90 days of demand. The Company does not intend to demand the loan within 12 months. Interest accrued under the promissory note until July 1, 2021 shall be satisfied by a way of capitalization on the principal amount and interest thereafter shall be paid in cash on a quarterly basis. The loan is secured by a general security agreement covering all assets of Mucci.

(ii) The loan is due on demand. The loan accrued interest at 8% per year, up to March 31, 2017, calculated and payable annually in arrears. Refer to Note 6(ii) for details.

The Company has revised its assessment of the loan receivable from Evergreen and now expects to realize its investment in the long term. The comparative balance has been adjusted to conform to current period classifications.

8. Property, plant and equipment

| Cost | As at | | | As at | |
|---------------------------------|------------------------|-----------------------|------------------|----------------------|--|
| | January 1, 2019 | Additions (i) | Transfers | June 30, 2019 | |
| Land | \$ 3,207 | \$ 17 | \$ - | \$ 3,224 | |
| Building structures | 21,652 | 14,788 | 135,767 | 172,207 | |
| Furniture and equipment | 676 | 309 | - | 985 | |
| Computer equipment | 464 | 436 | - | 900 | |
| Security equipment | 985 | 217 | - | 1,202 | |
| Production equipment | 4,823 | 2,607 | - | 7,430 | |
| Road | 137 | - | - | 137 | |
| Leasehold improvements | 1,584 | 260 | - | 1,844 | |
| Construction in progress | 141,473 | 9,800 | (135,767) | 15,506 | |
| | <u>\$ 175,001</u> | <u>\$ 28,434</u> | <u>\$ -</u> | <u>\$ 203,435</u> | |
| | | | | | |
| | | | | | |
| Accumulated depreciation | As at | | | As at | |
| | January 1, 2019 | Additions (ii) | Transfers | June 30, 2019 | |
| Building structures | \$ 1,184 | \$ 2,596 | \$ - | \$ 3,780 | |
| Furniture and equipment | 121 | 76 | - | 197 | |
| Computer equipment | 169 | 121 | - | 290 | |
| Security equipment | 384 | 112 | - | 496 | |
| Production equipment | 896 | 423 | - | 1,319 | |
| Road | 17 | 2 | - | 19 | |
| Leasehold improvements | 510 | 106 | - | 616 | |
| | <u>\$ 3,281</u> | <u>\$ 3,436</u> | <u>\$ -</u> | <u>\$ 6,717</u> | |
| Net book value | <u>\$ 171,720</u> | | | <u>\$ 196,718</u> | |

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

8. Property, plant and equipment (continued)

| Cost | As at | Additions (i) | Transfers | As at |
|---------------------------------|------------------------|-----------------------|------------------|----------------------|
| | January 1, 2018 | | | June 30, 2018 |
| Land | \$ 1,558 | \$ 19 | \$ - | \$ 1,577 |
| Building structures | 11,518 | 1,780 | - | 13,298 |
| Furniture and equipment | 134 | 293 | - | 427 |
| Computer equipment | 148 | 87 | - | 235 |
| Security equipment | 886 | 64 | - | 950 |
| Production equipment | 2,481 | 246 | - | 2,727 |
| Road | 137 | - | - | 137 |
| Leasehold improvements | 1,497 | 87 | - | 1,584 |
| Construction in progress | 39,337 | 35,474 | - | 74,811 |
| | <u>\$ 57,696</u> | <u>\$ 38,050</u> | <u>\$ -</u> | <u>\$ 95,746</u> |
| Accumulated depreciation | As at | Additions (ii) | Transfers | As at |
| | January 1, 2018 | | | June 30, 2018 |
| Building structures | \$ 433 | \$ 308 | \$ - | \$ 741 |
| Furniture and equipment | 43 | 28 | - | 71 |
| Computer equipment | 75 | 27 | - | 102 |
| Security equipment | 196 | 91 | - | 287 |
| Production equipment | 431 | 210 | - | 641 |
| Road | 10 | 3 | - | 13 |
| Leasehold improvements | 336 | 84 | - | 420 |
| | <u>\$ 1,524</u> | <u>\$ 751</u> | <u>\$ -</u> | <u>\$ 2,275</u> |
| Net book value | <u>\$ 56,172</u> | | | <u>\$ 93,471</u> |

(i) During the six months ended June 30, 2019, there were non-cash additions from the amortization of capitalized transaction costs and the capitalization of accrued interest to construction in progress and building structures amounting to \$481 (2018 - \$383). Refer to Note 12. In addition, advances from non-controlling interests accrued interest of \$54 (2018 - \$nil) which was capitalized to construction in progress during the six months ended June 30, 2019. Refer to Note 10.

(ii) During the six months ended June 30, 2019, \$86 (2018 - \$392) of the current period's depreciation expense was recorded as part of cost of sales. An additional \$2,799 (2018 - \$115) of depreciation expense was capitalized to biological assets and inventory.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***9. Intangible assets and goodwill**

(a) Intangible assets

| Cost | As at January 1, 2019 | Additions | As at June 30, 2019 |
|---|--------------------------|---------------|------------------------|
| Software | \$ 360 | \$ 628 | \$ 988 |
| Health Canada Licenses - OGBC | 1,611 | - | 1,611 |
| Health Canada Licenses - Peace Naturals | 9,596 | - | 9,596 |
| Israeli Cannabis Code - Cronos Israel G.S. Cultivations Ltd. (i) | 156 | - | 156 |
| Israeli Cannabis Code - Cronos Israel G.S. Manufacturing Ltd. (i) | 218 | - | 218 |
| | <u>\$ 11,941</u> | <u>\$ 628</u> | <u>\$ 12,569</u> |

(i) The Israeli Cannabis Codes were transferred by non-controlling interests to Cronos Israel in exchange for their equity interests in the Cronos Israel entities specified above. Refer to Note 10. The Cultivation facility is substantially complete, and the Manufacturing facility is currently under construction. Amortization will begin when the facilities are available for use.

| Accumulated amortization | As at January 1, 2019 | Amortization | As at June 30, 2019 |
|---|--------------------------|---------------|------------------------|
| Software | \$ 73 | \$ 84 | \$ 157 |
| Health Canada Licenses - OGBC | 101 | 50 | 151 |
| Health Canada Licenses - Peace Naturals | 533 | 267 | 800 |
| | <u>\$ 707</u> | <u>\$ 401</u> | <u>\$ 1,108</u> |
| Net book value | <u>\$ 11,234</u> | | <u>\$ 11,461</u> |

| Cost | As at January 1, 2018 | Additions | As at June 30, 2018 |
|---|--------------------------|---------------|------------------------|
| Software | \$ - | \$ 169 | \$ 169 |
| Health Canada Licenses - OGBC | 1,611 | - | 1,611 |
| Health Canada Licenses - Peace Naturals | 9,596 | - | 9,596 |
| | <u>\$ 11,207</u> | <u>\$ 169</u> | <u>\$ 11,376</u> |

| Accumulated amortization | As at January 1, 2018 | Amortization | As at June 30, 2018 |
|---|--------------------------|---------------|------------------------|
| Software | \$ - | \$ 16 | \$ 16 |
| Health Canada Licenses - OGBC | - | 50 | 50 |
| Health Canada Licenses - Peace Naturals | - | 267 | 267 |
| | <u>\$ -</u> | <u>\$ 333</u> | <u>\$ 333</u> |
| Net book value | <u>\$ 11,207</u> | | <u>\$ 11,043</u> |

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***9. Intangible assets and goodwill (continued)**

(b) Goodwill

| | As at January 1, 2018 | Additions | As at June 30, 2019 |
|----------------|--------------------------|-------------|------------------------|
| OGBC | \$ 392 | \$ - | \$ 392 |
| Peace Naturals | 1,400 | - | 1,400 |
| | <u>\$ 1,792</u> | <u>\$ -</u> | <u>\$ 1,792</u> |

10. Subsidiaries with non-controlling interests

In September 2018, the Company subscribed for its equity interest in a strategic joint venture in Israel, consisting of four legal entities, with the Israeli agricultural collective settlement Kibbutz Gan Shmuel ("**Gan Shmuel**"), for the production, manufacturing and distribution of medical cannabis. The Company's equity interest subscription in all four of the Israeli entities comprising Cronos Israel, was accounted for as an asset acquisition as the Israeli entities did not meet the definition of a business at the respective dates Cronos Group acquired control. Gan Shmuel provided the Company a promissory note for monies advanced from the Company up to the sum of \$978 (2,700 Israeli Shekels ("**ILS**")). During the six months ended June 30, 2018, the Company advanced a sum of \$1,304 (3,600 ILS). As such, \$326 (900 ILS) of the receivable was unsecured. From September 2018 and onwards, Cronos Israel has been included in these consolidated financial statements.

Financial information of significant subsidiaries with non-controlling interests are as follows:

| | Cronos Israel G.S. Cultivations Ltd. | Cronos Israel G.S. Manufacturing Ltd. | As at June 30, 2019 | As at December 31, 2018 |
|---|---|--|---------------------------|----------------------------|
| Percentage interest held by non-controlling interests | 30% | 10% | | |
| Current assets | \$ 900 | \$ 899 | \$ 1,799 | \$ 1,403 |
| Non-current assets | 10,042 | 17,234 | 27,276 | 11,050 |
| Current liabilities | 1,207 | 1,223 | 2,430 | 401 |
| Non-current liabilities (i) | 10,523 | 16,051 | 26,574 | 10,601 |
| Shareholders' equity | (788) | 859 | 71 | 1,451 |
| Attributable to: | | | | |
| Cronos Group | (552) | 773 | 221 | 1,315 |
| Non-controlling interests | (236) | 86 | (150) | 136 |

(i) Non-current liabilities include advances from non-controlling interests, in the amount of \$2,151 (December 31, 2018 - \$2,092) plus cumulative accrued interest of \$98 (December 31, 2018 - \$44). These advances are denominated in ILS, are unsecured, bear interest at 5%, with no fixed terms of repayment. Refer to Note 22(d).

The above information represents amounts before intercompany eliminations.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***11. Leases**

Information about leases in which the Company is a lessee is presented below.

(a) Right-of-use assets

The Company's leasing activities include the lease of land-use rights, office premises, and equipment used in the production of cannabis and related products.

| Cost | As at January 1, 2019 (Note 3) | Additions | As at June 30, 2019 |
|----------------------|--------------------------------------|-----------------|------------------------|
| Land-use rights | \$ 884 | \$ 9 | \$ 893 |
| Building | 1,006 | 1,626 | 2,632 |
| Production equipment | 217 | - | 217 |
| | <u>\$ 2,107</u> | <u>\$ 1,635</u> | <u>\$ 3,742</u> |

| Accumulated depreciation | As at January 1, 2019 (Note 3) | Additions | As at June 30, 2019 |
|--------------------------|--------------------------------------|---------------|------------------------|
| Land-use rights | \$ 40 | \$ 30 | \$ 70 |
| Building | 104 | 147 | 251 |
| Production equipment | 46 | 16 | 62 |
| | <u>\$ 190</u> | <u>\$ 193</u> | <u>\$ 383</u> |
| Net book value | <u>\$ 1,917</u> | | <u>\$ 3,359</u> |

| Production equipment | As at January 1, 2018 | Additions | As at June 30, 2018 |
|--------------------------|--------------------------|---------------|------------------------|
| Cost | \$ - | \$ 217 | \$ 217 |
| Accumulated depreciation | - | (31) | (31) |
| Net book value | <u>\$ -</u> | <u>\$ 186</u> | <u>\$ 186</u> |

(b) Maturity analysis of lease obligations

The following represents a maturity analysis of the Company's undiscounted contractual lease obligations and potential exposures as at June 30, 2019.

| | Less than one year | One to five years | More than five years | Total |
|---|--------------------|-------------------|----------------------|------------------|
| Contractual obligations | | | | |
| Lease obligations recognized | \$ 797 | \$ 2,977 | \$ 1,671 | \$ 5,445 |
| Short-term leases not recognized (i) | 234 | - | - | 234 |
| | <u>\$ 1,031</u> | <u>\$ 2,977</u> | <u>\$ 1,671</u> | <u>\$ 5,679</u> |
| Potential exposures | | | | |
| Extension options | - | 119 | 6,309 | 6,428 |
| Lease not yet commenced to which the Company is committed | 171 | 1,216 | 750 | 2,137 |
| | <u>\$ 1,202</u> | <u>\$ 4,312</u> | <u>\$ 8,730</u> | <u>\$ 14,244</u> |

(i) The Company has applied the recognition exemption to short-term leases, which are therefore not recognized in the unaudited condensed interim consolidated statements of financial position.

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

11. Leases (continued)

(c) Supplemental disclosures

For the six months ended June 30, 2019, the Company recognized \$161 of interest expense on lease obligations and \$234 of lease payments associated with short-term leases in the unaudited condensed interim consolidated statements of operations and comprehensive income (loss). For the six months ended June 30, 2019, the total cash outflow relating to leases amounted to \$450.

12. Construction loan payable

| | As at June 30, 2019 | As at December 31, 2018 |
|---|------------------------|----------------------------|
| Aggregate advances | \$ - | \$ 21,311 |
| Less: transaction costs (net of amortization) | - | (481) |
| Add: accrued interest | - | 121 |
| | <u>\$ -</u> | <u>\$ 20,951</u> |

On August 23, 2017, Peace Naturals, as borrower, signed a construction loan agreement with Romspen Investment Corporation as lender, to borrow \$40,000, to be funded by way of multiple advances. The aggregate advances were limited to \$35,000 until the lender received an appraisal valuing the property in British Columbia at an amount of not less than \$8,000. The loan bore interest at a rate of 12% per annum, calculated and compounded monthly, in arrears, on the amounts advanced from the date of each advance. The term of the loan was two years, with the borrower's option to extend for another twelve months. The loan was guaranteed by Cronos Group, Hortican, OGBC, the responsible-person-in-charge and the senior-person-in-charge of OGBC and Peace Naturals.

On January 23, 2019, the Company entered into a credit agreement with Canadian Imperial Bank of Commerce, as administrative agent and lender, and the Bank of Montreal, as lender, in respect of a \$65,000 secured non-revolving term loan credit facility (the "**Credit Facility**"). The Company used the funds available under the Credit Facility to fully repay the construction loan payable, consisting of \$21,311 in loan principal and \$275 in accrued interest and fees, calculated for the period from January 1, 2019 to January 22, 2019. On March 8, 2019, the Credit Facility was fully repaid. In connection to the Credit Facility, the Company incurred financing costs of \$523 which were expensed upon repayment of the Credit Facility.

13. Derivative liabilities

On March 8, 2019, the Company closed the previously announced investment in the Company (the "**Altria Investment**") by Altria Group, Inc. ("**Altria**"), pursuant to a subscription agreement dated December 7, 2018. Upon closing, the Altria Investment consisted of 149,831,154 common shares of the Company (refer to Note 14(a)), and one warrant of the Company (the "**Altria Warrant**"), refer to Note 13(a), issued to wholly owned subsidiaries of Altria. As of the closing date, Altria beneficially held an approximate 45% ownership interest in the Company (calculated on a non-diluted basis). As summarized in this note, if exercised in full on such date, the exercise of the Altria Warrant would result in Altria holding a total ownership interest in the Company of approximately 55% (calculated on a non-diluted basis). Pursuant to the investor rights agreement between the Company and Altria, entered into in connection with the closing of the Altria Investment (the "**Agreement**"), the Company granted Altria certain rights, among others, summarized in this note.

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

13. Derivative liabilities (continued)

The summaries below are qualified entirely by the terms and conditions fully set out in the Agreement and the Altria Warrant, as applicable.

- (a) As at June 30, 2019, the Altria Warrant entitles the holder, subject to certain qualifications and limitations, to subscribe for and purchase up to 74,698,787 common shares at the exercise price of \$19.00 per common share, until expiry on March 8, 2023. The number of common shares of the Company to which the holder is entitled, and the corresponding exercise price, is subject to adjustment pursuant to a share dividend, share issuance, distribution, or share subdivision, split or other division, share consolidation, reverse-split or other aggregation, share reclassification, a capital reorganization, consolidation, amalgamation, arrangement, binding share exchange, merger or other combination, certain securities issuances, redemptions or certain other actions that would result in a reduction in the number of common shares of the Company outstanding, in each case, executed by the Company. If and whenever there is a reclassification of the common shares or a capital reorganization of the Company, or a consolidation, amalgamation, arrangement, binding share exchange or merger of the Company, in each case executed by the Company and pursuant to which (i) in the event the consideration received by the Company's shareholders is exclusively cash, the Company or the successor entity is required to purchase the Altria Warrant in cash equal to the amount by which the purchase price per share paid for the common shares acquired exceeds the exercise price of the Altria Warrant multiplied by the number of common shares that would be issuable upon exercise of the Altria Warrant, and (ii) in the event the consideration received by the Company's shareholders is not exclusively cash, the Altria Warrant shall remain outstanding in accordance with its terms.
- (b) The Company granted to Altria, subject to certain qualifications and limitations, upon the occurrence of certain issuances of common shares of the Company executed by the Company (including issuances pursuant to the research and development partnership with Ginkgo Bioworks Inc. (the "**Ginkgo Agreement**"), refer to Note 19(a)(i)), the right to purchase up to such number of common shares of the Company in order to maintain its ownership percentage of issued and outstanding common shares of the Company immediately preceding any shares so issued by the Company ("**Pre-emptive Rights**"), at the same price per common share of the Company at which the common shares of the Company are sold in the relevant issuance; provided that the price per common share of the Company to be paid pursuant to its exercise of its Pre-emptive Rights related to the Ginkgo Agreement will be \$16.25 per common share of the Company. These rights may not be exercised if Altria's ownership percentage of the issued and outstanding shares of the Company falls below 20%.
- (c) In addition to (and without duplication of) the Pre-emptive Rights, the Company granted to Altria, subject to certain qualifications and limitations, the right to subscribe for common shares of the Company issuable in connection with the exercise, conversion or exchange of convertible securities of the Company issued prior to March 8, 2019 or thereafter, a share incentive plan of the Company, the exercise of any right granted by the Company pro rata to all shareholders of the Company to purchase additional common shares and/or securities of the Company, bona fide bank debt, equipment financing or non-equity interim financing transactions that contemplates an equity component or bona fide acquisitions, mergers or similar business combination transactions or joint ventures involving the Company in order to maintain their ownership percentage of issued and outstanding common shares of the Company immediately preceding any such transactions ("**Top-up Rights**"). The price per common share to be paid by Altria pursuant to the exercise of its Top-up Rights will be, subject to certain limited exceptions, the 10-day volume-weighted average price of the common shares of the Company on the TSX at the time of exercise; provided that the per price per common share of the Company to be paid by Altria pursuant to the exercise of its Top-up Rights in connection with the issuance of common shares of the Company pursuant to the exercise of options or warrants that are outstanding as of March 8, 2019 will be \$16.25 per common share. These rights may not be exercised if Altria's ownership percentage of the issued and outstanding shares of the Company falls below 20%.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***13. Derivative liabilities (continued)**

The Company's policy for accounting for its derivative liabilities is as follows:

Derivative liabilities are initially recognized at fair value at the date on which the derivative contract is entered into. Any attributable transaction costs are recognized in net income (loss) as incurred. Subsequent to initial recognition, derivative liabilities are measured at fair value, and changes are recognized immediately in net income (loss).

The Altria Warrant, Pre-emptive Rights, and the fixed price Top-up Rights have been classified as derivative liabilities; related transaction costs of \$29,660 have been expensed as financing costs. A reconciliation of the carrying amounts from the date of initial recognition, March 8, 2019, to June 30, 2019 is presented below:

| | As at March 8, 2019 | Gain on revaluation | Exercise of rights | As at June 30, 2019 |
|------------------------|------------------------|---------------------|--------------------|------------------------|
| (a) Altria Warrant | \$ 1,458,366 | \$ (459,109) | \$ - | \$ 999,257 |
| (b) Pre-emptive Rights | 124,176 | (43,801) | - | 80,375 |
| (c) Top-up Rights | 518,116 | (197,416) | (738) | 319,962 |
| | <u>\$ 2,100,658</u> | <u>\$ (700,326)</u> | <u>\$ (738)</u> | <u>\$ 1,399,594</u> |

The following is a reconciliation of the carrying amounts for the three months ended June 30, 2019:

| | As at April 1, 2019 | Gain on revaluation | Exercise of rights | As at June 30, 2019 |
|------------------------|------------------------|---------------------|--------------------|------------------------|
| (a) Altria Warrant | \$ 1,159,856 | \$ (160,599) | \$ - | \$ 999,257 |
| (b) Pre-emptive Rights | 96,384 | (16,009) | - | 80,375 |
| (c) Top-up Rights | 408,035 | (87,335) | (738) | 319,962 |
| | <u>\$ 1,664,275</u> | <u>\$ (263,943)</u> | <u>\$ (738)</u> | <u>\$ 1,399,594</u> |

The fair values of the derivative liabilities were determined using the Black-Scholes pricing model as at June 30, 2019 and March 8, 2019, applying the following inputs:

| | As at June 30, 2019 | | | As at March 8, 2019 | | |
|--|---------------------|--------------------|---------------|---------------------|--------------------|---------------|
| | Altria Warrant | Pre-emptive Rights | Top-up Rights | Altria Warrant | Pre-emptive Rights | Top-up Rights |
| Share price at valuation date (per share) | \$21.01 | \$21.01 | \$21.01 | \$29.15 | \$29.15 | \$29.15 |
| Subscription price (per share) | \$19.00 | \$16.25 | \$16.25 | \$19.00 | \$16.25 | \$16.25 |
| (i) Weighted average risk-free interest rate | 1.40% | 1.50% | 1.48% | 1.65% | 1.64% | 1.64% |
| (ii) Weighted average expected life (in years) | 3.69 | 1.75 | 2.12 | 4.00 | 2.00 | 2.68 |
| (iii) Expected annualized volatility | 89% | 89% | 89% | 80% | 80% | 80% |
| Expected dividend yield | 0% | 0% | 0% | 0% | 0% | 0% |

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***13. Derivative liabilities (continued)**

- (i) The risk-free interest rate was based on Bank of Canada government treasury bills and bonds with a remaining term equal to the expected life of the derivative liabilities.
- (ii) The expected life in years represents the period of time that the derivative liabilities are expected to be outstanding. The expected life of the Pre-emptive Rights and Top-up Rights is determined based on the expected term of the underlying options, warrants, and shares, to which the Pre-emptive Rights and Top-up Rights are linked.
- (iii) Volatility was estimated by taking the average of the historical volatility of the Company and its peer group.

The following table quantifies each of the significant unobservable inputs described above and provides a sensitivity analysis of the impact on the reported values of the derivative liabilities. The sensitivity analysis for each significant input is performed by assuming a 10% decrease in the input while other significant inputs remain constant at management's best estimate as of the respective dates.

| Unobservable inputs | Decrease as at June 30, 2019 | | | Decrease as at March 8, 2019 | | |
|---|------------------------------|--------------------|---------------|------------------------------|--------------------|---------------|
| | Altria Warrant | Pre-emptive Rights | Top-up Rights | Altria Warrant | Pre-emptive Rights | Top-up Rights |
| Share price at valuation date (per share) | \$ 128,604 | \$ 12,060 | \$ 46,226 | \$ 185,292 | \$ 17,688 | \$ 69,922 |
| Weighted average expected life | 37,480 | 3,973 | 4,854 | 41,622 | 3,477 | 12,998 |
| Expected annualized volatility | 71,012 | 5,194 | 20,499 | 76,423 | 5,022 | 22,130 |

Assuming a 10% increase in the input while other significant inputs remain constant at management's best estimate as of the respective dates, there would be an equal but opposite impact on impact on net income (loss) as at June 30, 2019 and impact on share capital as at March 8, 2019, refer to Note 14(a).

These inputs are level 3 on the fair value hierarchy, and are subject to volatility and several uncontrollable factors, which could significantly affect the fair value of these derivative liabilities in future periods.

14. Share capital

- (a) Common shares

The Company is authorized to issue an unlimited number of no par value common shares.

The holders of the common shares are entitled to receive dividends which may be declared from time to time, and are entitled to one vote per share at shareholder meetings of the Company. All common shares are ranked equally with regards to the Company's residual assets.

During the six months ended June 30, 2019, the Company issued 149,831,154 common shares in connection with the Altria Investment. The total gross proceeds received by the Company were \$2,434,757, which were first allocated to the derivative liabilities issued in connection with the Altria Investment, refer to Note 13, and the residual of \$334,099 were allocated to share capital. Pursuant to the Altria Investment, the Company incurred transaction costs of \$34,662, of which \$5,002 was allocated to share capital and \$29,660 to the derivative liabilities based on the relative values assigned to the respective components. During the three and six months ended June 30, 2019, the Company issued 50,938 common shares upon Altria's exercise of Top-up Rights for gross cash proceeds of \$828, in addition to the \$738 partial extinguishment of derivative liability. Refer to Note 13(c).

During the six months ended June 30, 2018, the Company issued 15,677,143 common shares for aggregate gross proceeds of \$146,032 through two bought deal offerings.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***14. Share capital (continued)****(b) Top-up Rights - market price**

As part of the Altria Investment, the Company granted Top-up Rights to Altria, see Note 13(c). For options or warrants granted after March 8, 2019, see Note 15(b)(ii), the price per common share to be paid by Altria pursuant to the exercise of its Top-up Rights will be, subject to certain limited exceptions, the 10-day volume-weighted average price of the common shares of the Company on the TSX at the time of exercise. No value is assigned to these rights until they are exercised. These rights may not be exercised if Altria's ownership percentage of the issued and outstanding shares of the Company falls below 20%.

15. Share-based payments**(a) Warrants**

The following is a summary of the changes in warrants from January 1, 2019 to June 30, 2019:

| | <u>Weighted average exercise price</u> | <u>Number of warrants</u> | <u>Share-based reserve</u> |
|----------------------------|--|---------------------------|----------------------------|
| Balance at January 1, 2019 | \$ 0.26 | 25,457,623 | \$ 1,548 |
| Exercise of warrants | 0.36 | (7,390,961) | (794) |
| Balance at June 30, 2019 | <u>\$ 0.26</u> | <u>18,066,662</u> | <u>\$ 754</u> |

The following is a summary of the changes in warrants from January 1, 2018 to June 30, 2018:

| | <u>Weighted average exercise price</u> | <u>Number of warrants</u> | <u>Share-based reserve</u> |
|----------------------------|--|---------------------------|----------------------------|
| Balance at January 1, 2018 | \$ 0.24 | 38,654,654 | \$ 3,364 |
| Exercise of warrants | 0.21 | (11,364,335) | (1,496) |
| Expiry of warrants | 0.08 | (82,695) | - |
| Balance at June 30, 2018 | <u>\$ 0.26</u> | <u>27,207,624</u> | <u>\$ 1,868</u> |

As at June 30, 2019, the Company had outstanding warrants as follows:

| <u>Grant date</u> | <u>Expiry date</u> | <u>Number of warrants</u> | <u>Weighted average exercise price</u> |
|------------------------------------|------------------------------------|---------------------------|--|
| October 8, 2015 - October 28, 2015 | October 8, 2020 - October 28, 2020 | 2,976,610 | \$ 0.31 |
| May 13, 2016 - May 27, 2016 | May 13, 2021 - May 27, 2021 | 15,090,052 | 0.25 |
| | | <u>18,066,662</u> | <u>\$ 0.26</u> |

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***15. Share-based payments (continued)**

(b) Stock options

(i) Stock option plans

The Company had adopted an amended and restated stock option plan dated May 26, 2015 (the "**2015 Stock Option Plan**") which was approved by shareholders of the Company at the annual and general meeting of shareholders held on June 28, 2017. The 2015 Stock Option Plan allowed the Board to award options to purchase shares to certain directors, officers, key employees and service providers of the Company. The 2015 Stock Option Plan was amended by the Board in August 2019 to provide for certain provisions relevant to the treatment of options that have been issued to participants resident in Israel, in order to reflect the requirements of certain Israeli tax laws. No further awards will be granted under the 2015 Stock Option Plan; however, shares may be purchased via option exercise by the holders of any outstanding stock options previously issued under the 2015 Stock Option Plan.

On June 28, 2018, the shareholders of the Company approved a new stock option plan (the "**2018 Stock Option Plan**") which superseded the 2015 Stock Option Plan. The 2018 Stock Option Plan was amended by the Board in May 2019 to provide for certain provisions relevant to the treatment of options that may be issued from time to time to participants resident in Israel, in order to reflect the requirements of certain Israeli tax laws.

Participants under the 2018 Option Plan are eligible to be granted options to purchase shares at an exercise price established upon approval of the grant by the Board. When options are granted, the exercise price is, with respect to a particular date, the closing price as reported by the TSX on the immediately preceding trading day (the "**Fair Market Value**"). The 2018 Option Plan does not authorize grants of options with an exercise price below the Fair Market Value.

Vesting conditions for grants of options are determined by the Board. The typical vesting for employee grants is quarterly vesting over four to five years, and the typical vesting for directors and executive officers is quarterly vesting over three to five years. The term of the options is established by the Board, provided that the term of an option may not exceed seven years from the date of the grant.

The 2018 Option Plan also provides for the issuance of share appreciation rights ("**SARs**") in tandem with options. Each SAR entitles the holder to surrender to the Company, unexercised, the right to subscribe for shares pursuant to the related option and to receive from the Company a number of shares, rounded down to the next whole share, with a Fair Market Value on the date of exercise of each such SAR that is equal to the difference between such Fair Market Value and the exercise price under the related option, multiplied by the number of shares that cease to be available under the option as a result of the exercise of the SAR, subject to satisfaction of applicable withholding taxes and other source deductions. Each unexercised SAR terminates when the related option is exercised or the option terminates, including upon a change in control. Upon each exercise of an SAR, in respect of a share covered by an option, such option is cancelled and is of no further force or effect in respect of such share.

(ii) Summary of changes

The following is a summary of the changes in options from January 1, 2019 to June 30, 2019:

| | <u>Weighted average exercise price</u> | <u>Number of options</u> | <u>Share-based reserve</u> |
|------------------------------|--|--------------------------|----------------------------|
| Balance at January 1, 2019 | \$ 2.99 | 12,902,995 | \$ 6,241 |
| Issuance of options | 20.81 | 1,315,787 | - |
| Exercise of options and SARs | 3.76 | (227,342) | (407) |
| Cancellation of options | 1.63 | (2,895) | - |
| Vesting of issued options | - | - | 2,739 |
| Balance at June 30, 2019 | <u>\$ 4.66</u> | <u>13,988,545</u> | <u>\$ 8,573</u> |

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

15. Share-based payments (continued)

(b) Stock options (continued)

The following is a summary of the changes in options from January 1, 2018 to June 30, 2018:

| | Weighted average exercise price | Number of options | Share-based reserve |
|------------------------------|------------------------------------|-------------------|---------------------|
| Balance at January 1, 2018 | \$ 2.05 | 11,603,750 | \$ 2,289 |
| Issuance of options | 7.88 | 1,805,000 | - |
| Exercise of options and SARs | 1.32 | (519,672) | (203) |
| Cancellation of options | 2.69 | (8,000) | - |
| Vesting of issued options | - | - | 1,724 |
| Balance at June 30, 2018 | <u>\$ 2.90</u> | <u>12,881,078</u> | <u>\$ 3,810</u> |

The weighted average share price at the dates the options were exercised during the six months ended June 30, 2019 was \$25.24 per share (2018 - \$9.08 per share).

As at June 30, 2019, the Company had outstanding and exercisable options as follows:

| Grant date | Vesting terms | Expiry date | Number of options | Weighted average | |
|------------------------------|-------------------------|--------------------|-------------------|------------------|---------------------------------------|
| | | | | Exercise price | Remaining contractual life (in years) |
| August 5, 2016 | Evenly over 48 months | August 5, 2021 | 1,058,334 | \$ 0.50 | 2.10 |
| October 6, 2016 | Evenly over 48 months | October 6, 2021 | 3,273,790 | 1.23 | 2.27 |
| November 21, 2016 | Evenly over 48 months | November 21, 2021 | 182,000 | 1.84 | 2.40 |
| April 12, 2017 | Evenly over 48 months | April 12, 2022 | 3,262,231 | 3.14 | 2.79 |
| August 23, 2017 | Evenly over 48 months | August 23, 2022 | 2,867,236 | 2.42 | 3.15 |
| November 9, 2017 | Evenly over 48 months | November 9, 2022 | 200,000 | 3.32 | 3.36 |
| January 30, 2018 | Evenly over 48 months | January 30, 2023 | 272,917 | 8.40 | 3.59 |
| January 31, 2018 | Evenly over 48 months | January 31, 2023 | 109,375 | 9.00 | 3.59 |
| May 18, 2018 | Evenly over 48 months | May 18, 2023 | 1,163,750 | 7.57 | 3.88 |
| June 28, 2018 | Evenly over 20 quarters | June 28, 2023 | 180,000 | 8.22 | 4.00 |
| September 13, 2018 | Evenly over 16 quarters | September 13, 2025 | 25,000 | 14.70 | 6.21 |
| October 12, 2018 | Evenly over 16 quarters | October 12, 2025 | 28,125 | 11.80 | 6.29 |
| December 14, 2018 | Evenly over 20 quarters | December 14, 2025 | 50,000 | 15.29 | 6.46 |
| March 28, 2019 | Evenly over 16 quarters | March 28, 2024 | 51,830 | 24.75 | 4.75 |
| May 11, 2019 | Evenly over 16 quarters | May 11, 2024 | 1,263,957 | 20.65 | 4.87 |
| Outstanding at June 30, 2019 | | | <u>13,988,545</u> | <u>\$ 4.66</u> | <u>3.04</u> |
| Exercisable at June 30, 2019 | | | <u>6,580,238</u> | <u>\$ 2.40</u> | <u>2.69</u> |

These options expire at the earlier of 180 days of the death, disability or incapacity of the holder or specified expiry date, and can only be settled in common shares.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***15. Share-based payments (continued)**

(b) Stock options (continued)

(iii) Fair value of options issued

The fair value of the options issued during the period was determined using the Black-Scholes option pricing model, using the following inputs:

| | Six Months Ended June 30, | |
|---|----------------------------------|-----------------|
| | 2019 | 2018 |
| Share price at grant date (per share) | \$20.65 - \$24.75 | \$7.57 - \$9.00 |
| Exercise price (per option) | \$20.65 - \$24.75 | \$7.57 - \$9.00 |
| Risk-free interest rate (i) | 1.51% - 1.62% | 2.01% - 2.23% |
| Expected life of options (in years) (ii) | 5 | 5 |
| Expected annualized volatility (iii) | 80% | 55% |
| Expected dividend yield | 0% | 0% |
| Weighted average Black-Scholes value at grant date (per option) | \$13.29 - \$15.91 | \$3.72 - \$4.40 |

(i) The risk-free interest rate was based on Bank of Canada government bonds with a term equal to the expected life of the options.

(ii) The expected life in years represents the period of time that the options granted are expected to be outstanding.

(iii) Volatility was estimated by taking the average of the historical volatility of the Company and its peer group at the date of issuance.

16. Revenue from contracts with customers

The Company derives revenue from the following major product lines and geographical regions:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--|-----------------|--------------------------------------|-----------------|
| | 2019 | 2018 | 2019 | 2018 |
| Canadian | | | | |
| Dry cannabis | \$ 8,215 | \$ 2,296 | \$ 13,541 | \$ 4,716 |
| Cannabis oils | 2,124 | 636 | 3,651 | 891 |
| Other | 30 | 8 | 134 | 113 |
| | <u>\$ 10,369</u> | <u>\$ 2,940</u> | <u>\$ 17,326</u> | <u>\$ 5,720</u> |
| International | | | | |
| Dry cannabis | 418 | 454 | 446 | 619 |
| Total gross revenue from contracts with customers | <u>\$ 10,787</u> | <u>\$ 3,394</u> | <u>\$ 17,772</u> | <u>\$ 6,339</u> |

During the three and six months ended June 30, 2019 and June 30, 2018, the Company earned gross revenue of \$5,509 from 1 major customer (2018 - \$1,440 from 1 major customer) and \$10,513 from 3 major customers (2018 - \$3,016 from 2 major customers), respectively. During the six months ended June 30, 2019, \$300 (2018 - \$nil) in expected credit losses were recognized on receivables from contracts with customers in net income (loss). Refer to Note 22(a)(i).

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

17. Earnings (loss) per share

Basic and diluted earnings (loss) per share are calculated using the following numerators and denominators:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|-------------|------------------------------|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| Basic earnings (loss) per share computation | | | | |
| Net income (loss) attributable to common shareholders | \$ 251,117 | \$ 723 | \$ 678,946 | \$ (327) |
| Weighted average number of common shares outstanding | 334,665,873 | 175,529,196 | 317,940,749 | 166,343,078 |
| Basic earnings (loss) per share | \$ 0.75 | \$ 0.00 | \$ 2.14 | \$ (0.00) |
| Diluted earnings (loss) per share computation | | | | |
| Net income (loss) used in the computation of basic earnings (loss) per share | \$ 251,117 | \$ 723 | \$ 678,946 | \$ (327) |
| Adjustment for gain on revaluation of derivative liabilities | (168,594) | - | (467,380) | - |
| Net income (loss) used in the computation of diluted income (loss) per share | \$ 82,523 | \$ 723 | \$ 211,566 | \$ (327) |
| Weighted average number of common shares outstanding used in the computation of basic earnings (loss) per share | 334,665,873 | 175,529,196 | 317,940,749 | 166,343,078 |
| Dilutive effect of warrants | 19,287,262 | 26,917,949 | 21,239,056 | - |
| Dilutive effect of stock options and share appreciation rights | 10,992,464 | 9,077,085 | 11,291,914 | - |
| Dilutive effect of Altria Warrant | 9,100,465 | - | 13,633,605 | - |
| Dilutive effect of Top-up Rights - exercisable fixed price | 630,531 | - | 766,769 | - |
| Weighted average number of common shares outstanding used in the computation of diluted earnings (loss) per share | 374,676,595 | 211,524,230 | 364,872,093 | 166,343,078 |
| Diluted earnings (loss) per share | \$ 0.22 | \$ 0.00 | \$ 0.58 | \$ (0.00) |

The following securities were not included in the computation of diluted shares outstanding because the effect would be anti-dilutive or because conditions for contingently issuable shares were not satisfied at the end of the reporting periods.

| | Notes | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------------|----------|--------------------------------|------|------------------------------|------------|
| | | 2019 | 2018 | 2019 | 2018 |
| Ginkgo Equity Milestones | 19(a)(i) | 14,674,904 | - | 14,674,904 | - |
| Pre-emptive Rights | 13(b) | 12,006,740 | - | 12,006,740 | - |
| Top-up Rights - fixed price | 13(c) | 25,150,434 | - | 25,150,434 | - |
| Top-up Rights - market price | 14(b) | 1,076,553 | - | 1,076,553 | - |
| Warrants | 15(a) | - | - | - | 27,207,624 |
| Stock options | 15(b) | 51,830 | - | 51,830 | 12,881,078 |
| Total anti-dilutive securities | | 52,960,461 | - | 52,960,461 | 40,088,702 |

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

18. Related party transactions

The following is a summary of the Company's related party transactions during the period:

(a) Key management compensation

Key management personnel are persons responsible for planning, directing and controlling activities of the entity, and include executive and non-executive directors. Compensation provided to key management is as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|---------------|------------------------------|-----------------|
| | 2019 | 2018 | 2019 | 2018 |
| Short-term employee benefits, including salaries and fees | \$ 296 | \$ 168 | \$ 496 | \$ 335 |
| Share-based payments | 987 | 356 | 1,213 | 695 |
| | <u>\$ 1,283</u> | <u>\$ 524</u> | <u>\$ 1,709</u> | <u>\$ 1,030</u> |

During the six months ended June 30, 2019 and 2018, 1,180,160 options (2018 - 150,000 options) were issued to key management. As at June 30, 2019 and December 31, 2018, there were no balances payable to members of key management.

(b) Director compensation

During the six months ended June 30, 2019, no options (2018 - 400,000 options) were issued to directors, excluding a director who was also a member of key management, of the Company and share-based payments of \$400 (2018 - \$500) were recognized. Refer to Note 15(b).

(c) Other related party transactions

During the three and six months ended June 30, 2019, the Company accrued \$1,400 (\$1,040 USD) to Altria Ventures Inc. for consulting services. In addition, the Company purchased machinery and equipment amounting to \$1,451 (4,345 ISL) from Altria Israel Ltd. There were no other related party transactions during the three and six months ended June 30, 2018.

19. Commitments and contingencies

(a) The Company has committed funding to the following research and development ("**R&D**") projects:

- (i) *Ginkgo*. On September 4, 2018, the Company announced a research and development partnership with Ginkgo Bioworks Inc. ("**Ginkgo**") to develop scalable and consistent production of a wide range of cannabinoids, including THC, CBD and a variety of other lesser known and rarer cannabinoids. As part of this partnership, Cronos Group has agreed to issue up to 14,674,904 common shares of the Company (aggregate value of approximately \$100,000 USD as of July 17, 2018 assuming all milestones are met) ("**Ginkgo Equity Milestones**") in tranches and \$22,000 USD in cash subject to Ginkgo's achievement of certain milestones ("**Ginkgo Research and Development Milestones**") and to fund certain R&D expenses, including foundry access fees. On May 9, 2019, the Ginkgo Agreement was amended to expand the scope of services provided by Ginkgo to include support for the Company's commercialization of cultured cannabinoids, including the provision of certain development, scale up, and manufacturing services by Ginkgo to the Company related to deployment and commercialization of developed products.

Cronos Group Inc.

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(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

19. Commitments and contingencies (continued)

- (a) The Company has committed funding to the following R&D projects (continued):
- (ii) *Technion*. On October 15, 2018, the Company announced a sponsored research agreement with the Technion Research and Development Foundation of the Technion – Israel Institute of Technology ("**Technion**"). Research will be focused on the use of cannabinoids and their role in regulating skin health and skin disorders. The Company has committed to \$1,784 USD of research funding over a period of three years. As at June 30, 2019, the Company paid a total of \$598 USD in research funding. An additional \$4,900 USD of cash payments will be paid to Technion upon the achievement of certain milestones.
- (b) *Altria*. On February 18, 2019, the Company entered into an agreement with Altria Ventures Inc. ("**Altria Ventures**"), a wholly-owned subsidiary of Altria, to receive consulting services from Altria Ventures (the "**Services Agreement**"). Pursuant to the Services Agreement the Company will pay a monthly fee equal to the product of one hundred and five percent (105%) and the sum of: (i) all costs directly associated with the services incurred during the monthly period, and (ii) a reasonable and appropriate allocation of indirect costs incurred during the monthly period. The Company will also pay all third-party direct charges incurred during the monthly period in connection with the services, including any reasonable and documented costs, fees and expenses associated with obtaining any consent, license or permit. The Services Agreement will remain in effect until terminated by either party.
- (c) The following contingencies are related to Peace Naturals:
- (i) *MedCann Access Acquisition Claim*. On July 31, 2015, 8437718 Canada Inc., 8437726 Canada Inc., Michael Blaine Dowdle, Rade Kovacevic, Kevin Furet and 9388036 Canada Inc. (collectively, the "**Plaintiffs**") commenced a claim against Peace Naturals and a number of other parties, for \$15,000 in damages allegedly resulting from the termination of a share purchase transaction for the acquisition of the Plaintiffs' company, MedCann Access. The Company believes that the allegations contained in the statement of claim are without merit and plans to vigorously defend itself; accordingly, no provision for loss has been recognized. On February 21, 2018, the parties began the discovery phase of the proceedings, which is ongoing.
- (ii) *Warrants Claim*. Jeffrey Gobuty, brother to Mark Gobuty, former CEO of Peace Naturals, brought a claim against Peace Naturals for \$300 and for warrants valued at \$125 that were purportedly issued by Mark Gobuty, the former CEO of Peace Naturals. This matter remains in the early stages of litigation and has not yet advanced to the discovery phase. The Company believes that the allegations contained in the statement of claim are without merit and plans to vigorously defend itself; accordingly, no provision for loss has been recognized.
- (iii) *Former Employees' Unlawful Termination Claims*. Peace Naturals and Cronos Group were served with claims by Jennifer Caldwell, a former employee, for damages of \$580 and 30,000 options of the Company, in connection with claims of alleged wrongful termination. The Company believes that the allegations contained in the statement of claim are without merit and plans to vigorously defend itself; accordingly, no provision for loss has been recognized.
- (d) The Company has committed to the following supply agreements:
- (i) In May 2019, the Company announced a take or pay supply agreement with MediPharm Labs Corp ("**MediPharm**") for cannabis concentrate. MediPharm will supply the Company with approximately \$30,000 of cannabis concentrate over 18 months, and, subject to certain renewal and purchase options, potentially up to \$60,000 over 24 months. In addition, the Company announced a tolling agreement with MediPharm, where the Company may supply bulk quantities of dried cannabis to MediPharm for processing on a fee for service basis into bulk resin or other cannabis oil derivative products.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***20. Income taxes**

The Company's combined Canadian federal and provincial statutory income tax rate is 26.5% for the periods ended June 30, 2019 and 2018. The rate is expected to apply for the full year and is applied to the pre-tax income for the three- and six-month periods.

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

The changes in the net deferred tax liability are provided below:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|---------------|------------------------------|---------------|
| | 2019 | 2018 | 2019 | 2018 |
| Balance - beginning of period | \$ 4,371 | \$ 555 | \$ 1,850 | \$ 1,416 |
| Recognized in net income (loss) | (335) | (267) | 2,222 | (1,155) |
| Recognized in other comprehensive income (loss) | - | (20) | (36) | 7 |
| Balance - end of period | <u>\$ 4,036</u> | <u>\$ 268</u> | <u>\$ 4,036</u> | <u>\$ 268</u> |

21. Supplemental cash flow information

(a) The net changes in non-cash working capital items are as follow:

| | Notes | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|-------|--------------------------------|-------------------|------------------------------|--------------------|
| | | 2019 | 2018 | 2019 | 2018 |
| Interest receivable | | \$ (2,621) | \$ - | \$ (5,751) | \$ - |
| Accounts receivable | | (6,401) | (318) | (7,797) | (1,704) |
| Sales taxes receivable | | (2,342) | (2,686) | (4,517) | (3,838) |
| Prepaid expenses and other assets | | (2,301) | 544 | (3,203) | (3,322) |
| Biological assets (i) | 4 | 6,915 | 4,593 | 18,609 | 6,620 |
| Inventory (ii) | 4 | (19,950) | (5,911) | (37,151) | (8,668) |
| Accounts payable and other liabilities | | (14,269) | (659) | 15,375 | (5,750) |
| Holdbacks payable | | (6,208) | - | (5,613) | - |
| Government remittances payable | | (683) | - | (493) | - |
| Net changes in non-cash working capital | | <u>\$ (47,860)</u> | <u>\$ (4,437)</u> | <u>\$ (30,541)</u> | <u>\$ (16,662)</u> |

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

21. Supplemental cash flow information (continued)

(i) The reconciliation of the cash flows from biological assets are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|------------|------------------------------|------------|
| | 2019 | 2018 | 2019 | 2018 |
| Balance - beginning of period | \$ 11,506 | \$ 4,490 | \$ 9,074 | \$ 3,722 |
| Balance - end of period | 10,032 | 6,899 | 10,032 | 6,899 |
| Changes during the period | \$ 1,474 | \$ (2,409) | \$ (958) | \$ (3,177) |
| Non-cash changes: | | | | |
| Unrealized change in fair value of biological assets | 4,024 | 6,831 | 17,577 | 9,575 |
| Capitalization of depreciation expense | 1,659 | 186 | 2,386 | 372 |
| Depreciation relieved on inventory sold | (242) | (15) | (396) | (150) |
| Net change in non-cash working capital | \$ 6,915 | \$ 4,593 | \$ 18,609 | \$ 6,620 |

(ii) The reconciliation of the cash flows from inventory are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|------------|------------------------------|------------|
| | 2019 | 2018 | 2019 | 2018 |
| Balance - beginning of period | \$ 25,150 | \$ 9,014 | \$ 11,584 | \$ 8,416 |
| Balance - end of period | 41,667 | 12,334 | 41,667 | 12,334 |
| Changes during the period | \$ (16,517) | \$ (3,320) | \$ (30,083) | \$ (3,918) |
| Non-cash changes: | | | | |
| Realized fair value adjustments on inventory sold | (3,557) | (2,625) | (7,279) | (4,819) |
| Capitalization of depreciation expense | 245 | 66 | 413 | 135 |
| Depreciation relieved on inventory sold | (121) | (32) | (202) | (66) |
| Net change in non-cash working capital | \$ (19,950) | \$ (5,911) | \$ (37,151) | \$ (8,668) |

(b) The reconciliation of the cash flows from derivative liabilities, refer to Note 13, are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|------|------------------------------|------|
| | 2019 | 2018 | 2019 | 2018 |
| Balance - beginning of period | \$ 1,664,275 | \$ - | \$ - | \$ - |
| Cash flows from financing activities: | | | | |
| Altria Warrant | - | - | 1,458,366 | - |
| Pre-emptive Rights | - | - | 124,176 | - |
| Top-up Rights | - | - | 518,116 | - |
| Non-cash changes: | | | | |
| Gain on revaluation of derivative liabilities | (263,943) | - | (700,326) | - |
| Exercise of Top-up Rights | (738) | - | (738) | - |
| Balance - end of period | \$ 1,399,594 | \$ - | \$ 1,399,594 | \$ - |

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***22. Financial instruments****(a) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk from its operating activities, primarily accounts receivable, and its investing activities, including cash and cash equivalents, short-term investments, and related interest receivable held with banks and financial institutions, advances to joint ventures, and loans receivable. The Company's maximum exposure to this risk is equal to the carrying amount of these financial assets.

(i) Accounts receivable

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money, and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Accounts receivable are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan, and a failure to make contractual payments for a period of greater than 120 days past due. As at June 30, 2019, the Company recognized an approximate expected credit loss allowance of \$350 (December 31, 2018 - \$50).

Provided below is the information about the credit risk exposure on the Company's accounts receivable using a provision matrix of expected credit loss rates against an analysis of the age of accounts receivable:

| | <u>Expected credit loss rates</u> | <u>As at June 30, 2019</u> | <u>As at December 31, 2018</u> |
|-------------------------------------|-----------------------------------|----------------------------|--------------------------------|
| Less than 30 days past billing date | 0% to 3% | \$ 8,908 | \$ 3,980 |
| 31 to 60 days past billing date | 0% to 5% | 42 | 136 |
| 61 to 90 days past billing date | 0% to 8% | 2,858 | - |
| 91 to 120 days past billing date | 0% to 12% | 48 | 19 |
| Over 120 days past billing date | 0% to 18% | 104 | 28 |
| | | <u>\$ 11,960</u> | <u>\$ 4,163</u> |

The Company has assessed that there is a concentration of credit risk; 83% of the Company's accounts receivable were due from 3 customers as at June 30, 2019 (December 31, 2018 - 88% due from 5 customers).

(ii) Cash and cash equivalents, short-term investments, and interest receivable

The Company held cash and cash equivalents amounting to \$1,579,231 at June 30, 2019 (December 31, 2018 - \$32,634). The short-term investments and related interest receivable of \$750,687 (December 31, 2018 - \$nil) represents short-term investments with a maturity of less than a year and accrued interest as at June 30, 2019. The cash and cash equivalents and short-term investments are held with central banks and financial institution counterparties that are highly rated. As such, the Company has assessed an insignificant loss allowance on these financial instruments.

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***22. Financial instruments (continued)**

(a) Credit risk (continued)

(iii) Advances to joint ventures

The Company has assessed that there has been no significant increase in credit risk of these advances from initial recognition based on the financial position of the borrowers, and the regulatory and economic environment of the borrowers. As a result, the loss allowance recognized during the period was limited to 12 month expected credit losses. Based on historical information, and adjusted for forward-looking expectations, the Company has assessed an insignificant loss allowance on these advances as at June 30, 2019 and December 31, 2018.

(iv) Loans receivable

Credit risk associated with the loans receivable arises from the possibility that the counterparty may experience financial difficulty and be unable to make the contractual payments. The Company has assessed that there has been no significant increase in credit risk of these advances from initial recognition based on the financial position of the borrowers, and the regulatory and economic environment of the borrowers. As a result, the loss allowance recognized during the period was limited to 12 month expected credit losses. Based on historical information, and adjusted for forward-looking expectations, the Company has assessed an insignificant loss allowance on these loans receivable as at June 30, 2019 and December 31, 2018.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due, and arises principally from the Company's accounts payable and other liabilities, holdbacks payable, government remittances payable, construction loan payable, derivative liabilities, lease obligations, and due to non-controlling interests. The Company's policy is to review liquidity resources and ensure that sufficient funds are available to meet financial obligations as they become due. Further, the Company's management is responsible for ensuring funds exist and are readily accessible to support business opportunities as they arise. The Company's funding is primarily provided in the form of capital raised through the issuance of shares and share-based instruments.

The following represents an analysis of the age of accounts payable:

| | <u>As at June 30, 2019</u> | <u>As at December 31, 2018</u> |
|-------------------------------------|----------------------------|--------------------------------|
| Less than 30 days past billing date | \$ 6,160 | \$ 1,201 |
| 31 to 60 days past billing date | 551 | 365 |
| 61 to 90 days past billing date | 75 | 29 |
| Over 90 days past billing date | 3,852 | - |
| | <u>\$ 10,638</u> | <u>\$ 1,595</u> |

As at June 30, 2019, 63% of the Company's payables were due to 3 vendors (December 31, 2018 - 35% due to 1 vendor).

Cronos Group Inc.**Notes to Unaudited Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2019 and June 30, 2018***(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)***22. Financial instruments (continued)**

(c) Market risk

(i) Price risk

Price risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, market and economic conditions, and equity and commodity prices. The Company is exposed to price risk in divesting its investments, such that, unfavourable market conditions could result in dispositions of investments at less than favourable prices. Further, the revaluation of securities classified as fair value through other comprehensive income, could result in significant write-downs of the Company's investments, which would have an adverse impact on the Company's financial position.

The Company previously managed price risk by having a portfolio of securities from multiple issuers, such that the Company was not singularly exposed to any one issuer. During the six months ended June 30, 2019, the Company substantially divested from its investments subject to price risk. Refer to Note 6.

(d) Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in foreign exchange rates. The Company is exposed to this risk on advances to joint ventures denominated in AUD and USD, refer to Note 5(a). The Company is further exposed to this risk through subsidiaries operating in Israel, refer to Note 2(d). The Company does not currently use foreign exchange contracts to hedge its exposure to currency risk as management has determined that this risk is not significant at this point in time. As such, the Company's financial position and financial results may be adversely affected by the unfavourable fluctuations in currency exchange rates.

The following table provides a summary of financial instruments and other monetary instruments denominated in foreign currency (in thousands):

| | Currency | | As at June 30, 2019 | | As at December 31, 2018 |
|---|----------|----|------------------------|----|----------------------------|
| Advances to joint venture | AUD | \$ | 1,601 | \$ | 1,029 |
| Advances to joint venture | USD | \$ | 226 | \$ | - |
| Cash and cash equivalents | ILS | ₪ | 1,447 | ₪ | 840 |
| Sales taxes receivable | ILS | ₪ | 2,536 | ₪ | 2,066 |
| Accounts payable and other liabilities | ILS | ₪ | 6,407 | ₪ | 1,083 |
| Due to non-controlling interests | ILS | ₪ | 6,116 | ₪ | 5,878 |
| Lease obligations (including current portion) | ILS | ₪ | 2,355 | ₪ | - |

A 10% strengthening of the Canadian dollar against the foreign currencies listed above would decrease net income by \$161 and increase other comprehensive income by \$364 (December 31, 2018 - increase net loss by \$90 and decrease other comprehensive income by \$326). A 10% weakening of the Canadian dollar against the foreign currencies listed above would result in an equal, but opposite effect.

(e) Interest rate risk

The Company's exposure to interest rate risk only relates to any investments of surplus cash. The Company invests surplus cash in highly liquid investments with short terms to maturity that would accumulate interest at prevailing rates for such investments. As at June 30, 2019, the Company had cash and cash equivalents, short-term investments, and related interest receivable amounting to \$2,329,918 (December 31, 2018 - \$32,634).

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

23. Fair value hierarchy

Assets recorded at fair value on the unaudited condensed interim consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets and liabilities. In these unaudited condensed interim consolidated financial statements, other investments (Canopy) are included in this category.

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. In these unaudited condensed interim consolidated financial statements, there are no financial instruments included in this category.

Level 3 - valuation techniques using the inputs for the asset or liability that are not based on observable market data. In these unaudited condensed interim consolidated financial statements, other investments (Evergreen), biological assets, and derivative liabilities are included in this category.

The Company's policy for determining when transfers between levels of the fair value hierarchy occur is based on the date of the event or changes in circumstances that caused the transfer. For the six months ended June 30, 2019 and 2018, there were no transfers between levels.

For all financial instruments classified as amortized cost, the carrying value approximated fair value at the reporting dates.

24. Capital management

The Company's objectives when managing its capital are to maintain a sufficient capital base to: (i) meet its short-term obligations, (ii) sustain future operations and expansions, (iii) ensure its ability to continue as a going concern, and (iv) retain stakeholder confidence. The Company defines capital as its net assets, total assets less total liabilities. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, options, or warrants, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable. There have been no changes to the Company's capital management approach in the period.

As at June 30, 2019, the Company managed net assets of \$1,224,463 (December 31, 2018 - \$211,640).

Cronos Group Inc.

Notes to Unaudited Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2019 and June 30, 2018

(in thousands of CDN \$, except where otherwise noted, and share, per share, weight, volume and plant amounts)

25. Subsequent events

- (a) On August 2, 2019, the Company announced that it has entered into a definitive agreement to acquire four of Redwood Holding Group, LLC's operating subsidiaries (collectively, "**Redwood**"). Redwood manufactures, markets and distributes hemp-derived CBD infused skincare and other consumer products online and through retail and hospitality partner channels in the United States under the brand, Lord Jones™. Redwood's products use pure hemp oil that contains natural phytocannabinoids and terpenes found in the plant. Cronos Group plans to use its resources to capitalize on the significant demand to further create and scale hemp-derived consumer products and brands.

Under the terms of the agreement, the Company will acquire Redwood for approximately \$300 million USD, net of Redwood's estimated cash and debt and subject to a customary working capital adjustment as described in the agreement. \$225 million USD of the total consideration (subject to the foregoing adjustments) will be paid in cash with the balance paid in newly issued Cronos Group common shares based on the average of the volume weighted average trading price of the common shares on NASDAQ on each of the ten consecutive trading days prior to the date of the agreement. Cronos Group will fund the cash portion of the transaction with cash on hand.

The Company expects the transaction to close in the third quarter of 2019, subject to customary closing conditions and regulatory approvals. The transaction has been unanimously approved by the Board of Directors of Redwood Holding Group, LLC and approved by the Company's Board of Directors following the unanimous recommendation of a special committee of independent directors ("**Special Committee**"). A Special Committee composed entirely of independent directors of the Company was formed to evaluate and make recommendations to the Board of Directors was established since Michael Gorenstein, Chief Executive Officer and a director of Cronos Group, and Jason Adler, a director of Cronos Group, each hold an indirect interest in Redwood Holding Group, LLC by way of their interest in certain funds affiliated with Gotham Green Partners, which are each limited liability company members of Redwood Holding Group, LLC.

- (b) On July 31, 2019, the Company closed the previously announced acquisition of certain assets from Apotex Fermentation Inc., including an 84,000 square foot GMP compliant fermentation and manufacturing facility in Winnipeg, Canada. The state-of-the-art facility, which will operate as "**Cronos Fermentation**", includes fully equipped laboratories covering microbiology, organic and analytical chemistry, quality control and method development as well as two large scale microbial fermentation production areas with a combined production capacity of 102,000 liters, three downstream processing plants, and bulk product and packaging capabilities. The acquisition is expected to provide the fermentation and manufacturing capabilities Cronos Group needs in order to capitalize on the progress underway with Ginkgo, by enabling the Company to produce the target cannabinoids contemplated in the Ginkgo Agreement at commercial scale with high quality and high purity.
- (c) On July 23, 2019, the Company entered into a contract manufacturing agreement with Heritage Cannabis Holdings Corp. ("**Heritage**"), a vertically integrated cannabis producer. Heritage will be responsible for providing cannabis extract and the filling and packaging of vaporizer devices for the Canadian cannabis adult-use and medical markets for the Spinach™ and PEACE NATURALS™ brands. The agreement has a two-year term with an option to extend upon agreement by both parties, at an annual potential contract value of \$35 million, based on current projections.



CRONOS GROUP INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the Three and Six Months Ended June 30, 2019

(in thousands of Canadian dollars)

GENERAL MATTERS

This management's discussion and analysis ("**MD&A**") of the financial condition and results of operations of Cronos Group Inc. is current as of August 7, 2019 and provides financial information for the three and six months ended June 30, 2019. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2019 and June 30, 2018, including the related notes thereto (the "**Interim Financial Statements**"), and the audited annual consolidated financial statements for the year ended December 31, 2018, including the related notes thereto and the related MD&A.

Unless otherwise noted or the context indicates otherwise, the "Company", "Cronos Group", "we", "us" and "our" refer to Cronos Group Inc., its direct and indirect wholly-owned subsidiaries and, if applicable, its joint ventures and investments accounted for by the equity method.

The Company's board of directors, on the recommendation of the audit committee, approved the Interim Financial Statements and this MD&A on August 7, 2019.

Basis of Presentation

This MD&A has been prepared in accordance with the MD&A disclosure requirements under National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators. The accompanying Interim Financial Statements have been prepared in accordance with International Accounting Standard ("**IAS**") 34, Interim Financial Reporting of International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**").

Certain totals, subtotals and percentages throughout this MD&A are calculated using the rounded numbers as they appear in the tables. All currency amounts herein are expressed in thousands of Canadian dollars, unless otherwise noted.

All references in this MD&A to "**Q2 2019**" and "**Q2 2018**" are to the fiscal quarters for the three months ended June 30, 2019 and June 30, 2018, respectively. All references in this MD&A to "**YTD 2019**" and "**YTD 2018**" are to the six months ended June 30, 2019 and June 30, 2018, respectively. All references in this MD&A to "**Q1 2019**" are to the fiscal quarter for the three months ended March 31, 2019.

Non-IFRS Measures

This MD&A refers to certain non-IFRS measures. These measures are not recognized under IFRS, do not have any standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. Rather, these measures are provided as a supplement to those IFRS measures to provide additional information regarding the Company's results of operations from management's perspective. Accordingly, non-IFRS measures should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with IFRS. Each non-IFRS measure presented in this MD&A is reconciled to its most directly comparable IFRS measure.

Adjusted EBIT

Adjusted earnings before interest and tax ("**Adjusted EBIT**") is used by management as a supplemental measure to review and assess operating performance and trends on a comparable basis. Adjusted EBIT is defined as net income or loss, excluding interest expense, interest income, deferred income tax expense or recovery, share-based payments, unrealized change in the fair value of biological assets, realized fair value adjustments on inventory sold, financing costs, gain on revaluation of derivative liabilities, share of income or loss from investments in equity accounted investees and gain or loss on investments. The Company believes that Adjusted EBIT is useful to compare its operating profitability across periods. See "*Results of Operations – Reconciliation of Non-IFRS Measures*" for a reconciliation of Adjusted EBIT to its most directly comparable IFRS measure.

Adjusted EBITDA

Adjusted earnings before interest, tax, depreciation and amortization ("**Adjusted EBITDA**") is used by management as a supplemental measure to review and assess operating performance and trends on a comparable basis. Adjusted EBITDA is defined as Adjusted EBIT excluding depreciation and amortization. The Company believes that EBITDA is useful to compare its ability to generate cash from operations across periods. See "*Results of Operations – Reconciliation of Non-IFRS Measures*" for a reconciliation of Adjusted EBITDA to its most directly comparable IFRS measure.

Definitions

Gross Profit before Fair Value Adjustments and Gross Margin before Fair Value Adjustments

Gross profit before fair value adjustments and gross margin before fair value adjustments are used by management to provide a better representation of performance in the period by excluding non-cash fair value measurements required by IFRS. Management believes these measures provide useful information as they represent the gross profit or gross margin for management purposes based on the

Company's complete cost to produce inventory sold, exclusive of any fair value measurements required by IFRS. Gross profit before fair value adjustments is defined as gross profit excluding any non-cash fair value adjustments on biological assets or inventory sold required by IFRS. Gross margin before fair value adjustments is defined as gross profit before fair value adjustments divided by net revenue.

Kilogram or Gram Equivalents

Kilogram or gram equivalents refer to the equivalent number of kilograms or grams of dried cannabis required to produce extracted cannabis in the form of cannabis oil. The Company converts its cannabis oil to gram equivalents using a standard "equivalency factor" of one gram per four milliliters of cannabis oil. Any reference to "grams" or "kilograms" in this MD&A includes both grams of dried cannabis and gram equivalents, unless otherwise noted and identified as dried grams or gram equivalents.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain information that may constitute forward-looking information and forward-looking statements within the meaning of applicable securities laws (collectively, "**Forward-Looking Statements**"), which are based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. All information contained herein that is not clearly historical in nature may constitute Forward-Looking Statements. In some cases, Forward-Looking Statements can be identified by the use of forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", "anticipate", "potential", "proposed", "estimate" and other similar words, expressions and phrases, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Forward-Looking Statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of historical fact.

Forward-Looking Statements in this MD&A include, but are not limited to, statements with respect to:

- the performance of our business and operations;
- expectations regarding revenues, expenses and anticipated cash needs;
- expectations regarding cash flow, liquidity and sources of funding;
- our international activities and joint venture interests, including required regulatory approvals and licensing, anticipated costs and timing, and expected impact;
- the expansion of our facilities, the costs and timing associated therewith and the receipt of approval from Health Canada to increase the maximum production limits and sales from the expanded facilities;
- the expected growth in the number of customers using our cannabis;
- the expected growth in our growing, production and supply chain capacities;
- expectations with respect to future production costs;
- expectations with respect to future sales and distribution channels, including the ability to secure additional provincial and territorial listings;
- the expected methods to be used by the Company to distribute and sell cannabis;
- the competitive conditions of the industry;
- expectations regarding the ongoing impact on the Company of the legalization of cannabis for adult-use in Canada and the Company's ability to participate in such market;
- the legalization of additional cannabis types and forms for adult-use in Canada, including federal, provincial, territorial and municipal regulations pertaining thereto, the related timing and impact thereof and our intentions to participate in such markets;
- the legalization of the use of cannabis for medical- or adult-use in jurisdictions outside of Canada, the related timing and impact thereof and our intentions to participate in such markets, if and when such use is legalized;
- expectations regarding the regulation of the hemp industry in the United States, including the promulgation of regulations for the hemp industry by the U.S. Department of Agriculture (the "**USDA**");
- laws and regulations and any amendments thereto applicable to our business and the impact thereof;
- our ability to execute on our strategy and the anticipated benefits of such strategy;
- the competitive advantages and business strategies of the Company;
- the grant, renewal and impact of any license or supplemental license to conduct activities with cannabis or any amendments thereof;
- the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis;
- our future product offerings;
- the anticipated future gross margins of our operations;
- expectations regarding capital expenditures;

- the Company’s ability or plans to identify, develop, commercialize or expand the Company’s technology and research and development initiatives in cannabinoids, or the success thereof;
- accounting standards and estimates;
- expectations regarding the resolution of litigation and legal proceedings;
- expectations regarding the use of proceeds of equity financings, including the proceeds from the Altria Investment (as defined herein);
- expectations regarding the potential success of, and the costs and benefits associated with, our joint ventures and strategic alliances, including the strategic partnership (the “**Ginkgo Strategic Partnership**”) with Ginkgo Bioworks, Inc. (“**Ginkgo**”);
- expectations regarding acquisitions and the anticipated benefits therefrom, including the Redwood Acquisition and the Cronos Fermentation Acquisition (each as defined herein);
- the anticipated benefits and impact of the Altria Investment; and
- the potential exercise of the Altria Warrant (as defined herein), including proceeds to the Company that may result therefrom.

Certain of the Forward-Looking Statements contained herein concerning the cannabis industry are based on estimates prepared by us using data from publicly available governmental sources, market research, industry analysis and on assumptions based on data and knowledge of this industry, which we believe to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While we are not aware of any misstatement regarding any industry or government data or other information presented herein that is based on such data, the cannabis industry involves risks and uncertainties that are subject to change based on various factors, which are described further below.

The Forward-Looking Statements contained herein are based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including (i) management’s perceptions of historical trends, current conditions and expected future developments; (ii) our ability to generate cash flow from operations; (iii) general economic, financial market, regulatory and political conditions in which we operate; (iv) the production yields and output from Peace Naturals Project Inc. (“**Peace Naturals**”), Original BC Ltd. (“**OGBC**”) and our joint ventures and strategic alliances; (v) consumer interest in our products; (vi) competition; (vii) anticipated and unanticipated costs; (viii) government regulation of our activities and products and in the areas of taxation and environmental protection; (ix) the timely receipt of any required regulatory authorizations, approvals, consents, permits and/or licenses; (x) our ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; (xi) our ability to conduct operations in a safe, efficient and effective manner; (xii) our construction plans and timeframe for completion of such plans; and (xiii) other considerations that are believed to be appropriate in the circumstances, including that the foregoing factors, collectively, are not expected to have a material impact on us. While management of the Company considers these assumptions to be reasonable based on information currently available to management, there is no assurance that such expectations will prove to be correct.

By their nature, Forward-Looking Statements are subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the Forward-Looking Statements in this MD&A. Such factors include, without limitation, the risk that cost savings and any other synergies from the Altria Investment may not be fully realized or may take longer to realize than expected; disruption from the Altria Investment making it more difficult to maintain relationships with customers, employees or suppliers; future levels of revenues; consumer demand for cannabis products; our ability to manage disruptions in credit markets or changes to our credit rating; future levels of capital, environmental or maintenance expenditures, general and administrative and other expenses; the success or timing of completion of ongoing or anticipated capital or maintenance projects; business strategies, growth opportunities and expected investment; the adequacy of our capital resources and liquidity, including but not limited to, availability of sufficient cash flow to execute our business plan (either within the expected timeframe or at all); the potential effects of judicial or other proceedings on our business, financial condition, results of operations and cash flows; continued or further volatility in and/or degradation of general economic, market, industry or business conditions; compliance with applicable environmental, economic, health and safety, energy and other policies and regulations; the anticipated effects of actions of third parties such as competitors, activist investors or federal (including U.S. federal), state, provincial, territorial or local regulatory authorities, self-regulatory organizations or plaintiffs in litigation; and the factors discussed under the heading “*Risks and Uncertainties*” in this MD&A and under the heading “*Risk Factors*” in our latest Annual Information Form dated March 25, 2019 (the “**AIF**”). Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on Forward-Looking Statements.

Forward-Looking Statements are provided for the purposes of assisting the reader in understanding our financial performance, financial position and cash flows as at and for periods ended on certain dates and to present information about management’s current expectations and plans relating to the future, and the reader is cautioned that the Forward-Looking Statements may not be appropriate for any other purpose. While we believe that the assumptions and expectations reflected in the Forward-Looking Statements are reasonable based on

information currently available to management, there is no assurance that such assumptions and expectations will prove to have been correct. Forward-Looking Statements contained herein are made as of the date of this MD&A and are based on the beliefs, estimates, expectations and opinions of management on the date such Forward-Looking Statements are made. The Company undertakes no obligation to update or revise any Forward-Looking Statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such Forward-Looking Statements, except as required by applicable law. The Forward-Looking Statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement.

COMPANY OVERVIEW

General

Cronos Group is an innovative global cannabinoid company, with international production and distribution across five continents. The Company is engaged in the cultivation, manufacture, and marketing of cannabis and cannabis-derived products for the medical and adult-use markets. Cronos Group is committed to building disruptive intellectual property by advancing cannabis research, technology and product development. With a passion to responsibly elevate the consumer experience, Cronos Group is building an iconic brand portfolio. Cronos Group's brand portfolio includes PEACE NATURALSTM, a global health and wellness platform, and two adult-use brands, COVE™ and Spinach™.

Cronos Group's common shares are listed on the Nasdaq Global Market ("NASDAQ") and on the Toronto Stock Exchange ("TSX") under the ticker symbol "CRON".

The Company operates two wholly-owned license holders ("License Holders") under the *Cannabis Act* (Canada) (the "Cannabis Act") and its relevant regulations (the "Cannabis Regulations"). Our License Holders are Peace Naturals, which has production facilities near Stayner, Ontario, and OGBC, which has a production facility in Armstrong, British Columbia. Cronos Group has also established five strategic joint ventures in Canada, Israel, Australia and Colombia. The Company's ownership interest in each of our License Holders and joint ventures is summarized in the table below.

| | Jurisdiction | Ownership Interest ⁽¹⁾ |
|---|--------------|-----------------------------------|
| Wholly-Owned License Holders | | |
| Peace Naturals | Canada | 100% |
| OGBC | Canada | 100% |
| Joint Ventures | | |
| Cronos Israel ⁽²⁾ | Israel | 90% |
| Cronos Growing Company Inc. ("Cronos GrowCo") | Canada | 50% |
| NatuEra S.à r.l. ("NatuEra") | Colombia | 50% |
| Cronos Australia Pty. Ltd. ("Cronos Australia") | Australia | 50% |
| MedMen Canada Inc. ("MedMen Canada") | Canada | 50% |

⁽¹⁾ The Company defines ownership interest as the proportionate share of net income to which the Company is entitled; equity interest may differ from ownership interest shown above.

⁽²⁾ Cronos Group holds a 70% equity interest in the cultivation company, and a 90% equity interest in each of the manufacturing, distribution and pharmacies companies of Cronos Israel (as defined herein).

Strategy

Cronos Group is committed to being a leading global cannabinoid company. In pursuing this goal, we seek to create value for shareholders by focusing on four core strategic priorities:

- establishing an efficient global supply chain;
- developing a diversified global sales and distribution network;
- creating and monetizing disruptive intellectual property; and
- growing a portfolio of iconic brands that resonate with consumers.

Altria Strategic Investment

In March 2019, the Company closed a \$2.4 billion investment in the Company (the "Altria Investment") by Altria Group, Inc. ("Altria"), pursuant to a subscription agreement dated December 7, 2018. At closing, the Company issued to certain wholly-owned subsidiaries of Altria common shares of the Company and one warrant, which may be exercised in part or in full on or before March 8, 2023 (the "Altria Warrant"). Full exercise of the Altria Warrant is expected to provide the Company with approximately \$1.4 billion of additional proceeds (subject to adjustment). As of the closing date, Altria beneficially held an approximate 45% ownership interest in the Company (calculated on a non-diluted basis) and, if exercised in full, the exercise of the Altria Warrant would result in Altria holding a total ownership interest of approximately 55% (calculated on a non-diluted basis). The Company's strategic partnership with Altria provides Cronos Group with additional financial resources, product development and commercialization capabilities, and deep regulatory expertise to better position the Company to compete in the global cannabis industry.

In connection with the closing of the Altria Investment, the Company and Altria entered into an investor rights agreement (the "Investor Rights Agreement") pursuant to which Altria has certain governance rights, including the right to nominate a specified number of

directors to the Company's board of directors and approval rights over certain Company actions, and certain pre-emptive and top-up rights entitling Altria to maintain its *pro rata* beneficial ownership in the Company (these pre-emptive and top-up rights together, the "**Altria Anti-Dilution Rights**"). Under the Investor Rights Agreement, Altria has agreed to make Cronos Group its exclusive global partner for pursuing cannabis opportunities (subject to certain limited exceptions). Also in connection with the closing, the Company and Altria entered into certain commercial support arrangements pursuant to which Altria provides the Company with consulting services.

Global Supply Chain

Cronos Group is focused on establishing an efficient global supply chain by developing industry-leading methodologies and best practices at Peace Naturals, the Company's center of excellence, and leveraging this expertise to create beneficial domestic and international production partnerships. The Company plans to develop a global supply chain, which will employ a combination of wholly-owned production facilities, third-party suppliers and global production partnerships all of which support the manufacturing of adult consumer goods.

| Facility(1) | Location | Grow Type | Square Footage | Estimated Annual Rated Capacity (in kg)(2) |
|--|------------------------|------------|------------------|--|
| Existing Capacity(3) | | | | |
| Peace Naturals – Buildings 1, 2, 3, 4(4) | Stayner, ON, Canada | Indoor | 325,000 | 38,500 |
| Peace Naturals – Greenhouse | Stayner, ON, Canada | Greenhouse | 28,000 | 1,500 |
| OGBC | Armstrong, BC, Canada | Indoor | 2,500 | 150 |
| Existing Capacity | | | 355,500 | 40,150 |
| Capacity in Progress | | | | |
| Cronos Israel – Phase I | Hadera, Israel | Greenhouse | 45,000 | 5,000 |
| Cronos GrowCo | Kingsville, ON, Canada | Greenhouse | 850,000 | 70,000 |
| NatuEra(5) | Cundinamarca, Colombia | Greenhouse | * | * |
| Capacity in Progress | | | 895,000 | 75,000 |
| Pro Forma Capacity | | | 1,250,500 | 115,150 |

(1) See "-- General" for information related to the Company's ownership interest in the above facilities.

(2) Estimated annual rated capacity is based on the Company's experience growing a variety of cannabis strains at its facilities and assumes all expected operational efficiencies are attained. Material assumptions to derive estimated rated capacity for a given facility include but are not limited to: the yield per square foot per harvest, the number of harvests per year and the square feet of cultivation space occupied by the plants immediately prior to harvest.

(3) Existing capacity is defined as facilities where construction is substantially complete, regulatory approvals required to commence operations have been received and cannabis cultivation has commenced.

(4) Building 4 is expected to become operational in phases. While construction of Building 4 is substantially complete, the GMP-grade manufacturing areas are in the process of being equipped and made operational in phases. Certain research and development laboratory areas in Building 4 are in final design phases. See "-- Domestic Supply Chain – Peace Naturals" for more information.

(5) NatuEra is still in the design phase and initial planned capacity is yet to be finalized.

Domestic Supply Chain

Peace Naturals

Situated on approximately 90 acres of land zoned and licensed for cannabis production, Peace Naturals operates four fully operational production facilities (Building 1, Building 2, Building 3 and a greenhouse (the "**Peace Naturals Greenhouse**")). The Company has completed the construction of a partially licensed, 286,000 sq. ft. production facility ("**Building 4**"). Peace Naturals' production processes are Good Manufacturing Practices ("**GMP**") certified under relevant European Economic Area GMP directives by the national competent authority of Germany.

In October 2013, Health Canada issued an initial license to Peace Naturals, which has since been amended and supplemented to add additional licensable activities. In November 2018, Health Canada re-issued the license in accordance with the Cannabis Act, as a standard license for cultivation, processing and sale for medical purposes (the "**Peace Naturals Production License**"), pursuant to which Peace Naturals has the right to engage in cultivation, processing, and sale of dried cannabis flower, cannabis resin, cannabis seeds, cannabis plants and cannabis oil, among other prescribed activities.

In January 2018, Peace Naturals received a dealer's license pursuant to the Narcotic Control Regulations ("**NCR**") and the Controlled Drug and Substances Act (the "**CDSA**") from Health Canada for the possession, sale, transportation and delivery of controlled substances under the CDSA, including cannabis, tetrahydrocannabinol ("**THC**") and cannabidiol ("**CBD**"). The license has since been

transitioned under the Cannabis Act. In connection with this transition, Health Canada issued a cannabis drug license to Peace Naturals under the Cannabis Act (the “**Peace Naturals Drug License**”), pursuant to which Peace Naturals has the right to engage in, among other things, the possession and sale of drugs containing cannabis.

Buildings 1, 2 and 3, totaling approximately 39,000 sq. ft. of production space, are engaged in cultivation, processing, extraction, finishing, packaging, and shipping activities. The Peace Naturals Greenhouse is a 28,000 sq. ft. greenhouse providing a year-round, low-cost supply of cannabis flower for extraction and is designated as a research facility to pilot various production technologies. Any tests yielding favorable operational improvements may then be disseminated to the Company’s other domestic and international facilities.

In August 2018, Peace Naturals received authorization from Health Canada to cultivate cannabis in Building 4, and the building is expected to become operational in phases. Currently, Building 4 engages in the cultivation of cannabis and produced its first harvest in December 2018. All flower rooms were licensed and populated as of May 2019, and the Company anticipates further improvements in yields toward full run-rate capacity as a result of increasing efficiencies over time. Building 4 also engages in tissue culture and micro propagation, processing, finishing, packaging, and shipping activities.

It is expected that Building 4 will also engage in extraction, formulation and R&D activities following receipt of the applicable regulatory approvals or license amendments. While construction of Building 4 is substantially complete, the GMP-grade manufacturing areas are in the process of being equipped and made operational in phases. Certain R&D and laboratory areas in Building 4 are in the final design phases. In addition to the cultivation areas, Building 4 is expected to include:

- designated areas for proprietary genetic breeding and genomic testing;
- a GMP-grade cannabinoid and terpene extraction, processing and bottling facility;
- a GMP-grade analytical testing laboratory for Canadian, European and other pharmacopeia standards;
- a GMP-grade analytical and chemical laboratory for formulation, delivery system and product development;
- R&D grow and dry areas with compartmentalized chambers to conduct experiments on yield, genetic markers, and metabolite/terpene enhancement techniques; and
- a GMP-grade and industrial-grade kitchen.

OGBC

Situated on 30 acres of land, 13 acres of which are zoned and licensed for cannabis production, OGBC’s facility primarily engages in cultivation and processing operations. OGBC currently engages in inter-company bulk transfers of dried cannabis flower to Peace Naturals, where it is processed and packaged for sale and sold under the Company’s brand portfolio.

In February 2014, Health Canada issued an initial cultivation license to OGBC, which has since been amended and supplemented to add additional licensable activities. In November 2018, Health Canada reissued the license, in accordance with the Cannabis Act, as a standard license for cultivation, processing, and sale for medical purposes (the “**OGBC Production License**”), pursuant to which OGBC has the right to engage in the cultivation, processing, and sale of dried cannabis flower, cannabis seeds, and cannabis plants, among other prescribed activities.

Cronos GrowCo Joint Venture

In July 2018, the Company entered into a strategic joint venture with a group of investors led by Bert Mucci (the “**Greenhouse Partners**”), a leading Canadian large-scale greenhouse operator. Each of the Company and the Greenhouse Partners owns a 50% equity interest in the joint venture, Cronos GrowCo, and has equal representation on its board of directors. Cronos GrowCo is constructing an 850,000 sq. ft. purpose-built, GMP-standard greenhouse on approximately 100 acres of land owned by Cronos GrowCo in Kingsville, Ontario. Once fully operational, the greenhouse is expected to produce up to 70,000 kilograms of cannabis annually. Construction of the greenhouse has commenced. The Company expects to complete the greenhouse structure in the second half of 2019 and expects the greenhouse to become operational in phases in 2020. Completed construction of the greenhouse is subject to obtaining the necessary funding, the relevant building and occupancy permits and other customary approvals. Commencement of operations at Cronos GrowCo will be subject to obtaining the appropriate licenses under applicable law. Cronos GrowCo expects to utilize debt to fund a portion of the facility build-out. See “–*Global Supply Chain*” for further information on the material factors and assumptions related to the projected production capacity of the greenhouse.

International Supply Chain

Cronos Israel Joint Venture

In September 2017, the Company announced a strategic joint venture in Israel (“**Cronos Israel**”) with the Israeli agricultural collective settlement Kibbutz Gan Shmuel (“**Gan Shmuel**”) for the production, manufacture, and distribution of medical cannabis. Cronos Israel consists of four companies: (i) cultivation (encompassing nursery and cultivation operations), (ii) manufacturing, (iii) distribution and

(iv) pharmacies (the “**Cronos Israel Companies**”). The Company holds a 70% equity interest in the cultivation company and a 90% equity interest in each of the manufacturing, distribution, and pharmacies companies of Cronos Israel. Gan Shmuel holds the remaining equity interest in each of the Cronos Israel Companies. Each of Cronos Group and Gan Shmuel has one board member nominee on the board of directors of each of the Cronos Israel Companies. Cronos Group has the right to nominate a further two members to the board of each Cronos Israel Company, and, until such time, its nominated director shall have two votes.

The initial phase of construction of Cronos Israel involves the construction of a 45,000 sq. ft. greenhouse that is expected to produce up to 5,000 kilograms of cannabis annually and a 17,000 sq. ft. manufacturing facility that will be utilized for analytics, formulation and R&D. The construction of the greenhouse was completed in the first half of 2019, and construction of the manufacturing facility is expected to be complete in the second half of 2019. See “– *Global Supply Chain*” for further information on the material factors and assumptions related to the projected production capacity of the greenhouse.

In early 2017, the Medical Cannabis Unit of the Israeli Ministry of Health (the “**Yakar**”) granted Gan Shmuel preliminary licenses (“**Israel Codes**”) to establish four distinct cannabis commercial operations: (i) propagation and breeding, (ii) commercial cannabis cultivation, (iii) extraction, formulation and packaging, and (iv) patient care and distribution. The Israel Codes were successfully transferred to Cronos Israel in May 2018. Commencement of cultivation, manufacturing and distribution operations at Cronos Israel is subject to final inspection by the Yakar and the issuance of final cannabis licenses.

In January 2019, the Israeli government approved the export of medical cannabis from Israel, which would allow medical cannabis license holders that meet certain quality standards to export medical cannabis, under the supervision of the Israeli authorities, to United Nations’ Single Convention on Narcotic Drugs-signatory countries that have explicitly approved the import of cannabis. Subject to obtaining all necessary licenses and permits, the Company intends to export medical cannabis products from Cronos Israel once production operations have commenced.

NatuEra Joint Venture – Colombia

In August 2018, the Company announced a strategic joint venture with an affiliate of Agroidea SAS (“**AGI**”), a leading Colombian agricultural services provider with over 30 years of experience and expertise in management of industrial-scale production and R&D in horticultural operations for export from Colombia. Each of the Company and AGI owns a 50% equity interest in the joint venture, NatuEra. Cronos Group will have three manager nominees on the board of managers of NatuEra, while AGI will have four manager nominees on the board of managers. NatuEra intends to develop, cultivate, manufacture, and export cannabis-based medical and consumer products for the Latin American and global markets. NatuEra plans to develop its initial cultivation and manufacturing operations with a purpose-built, GMP-standard facility located in Cundinamarca, Colombia. Design of the facility is currently underway, and construction of the facility remains subject to obtaining the relevant permits and other customary approvals. The Colombian Ministry of Justice and Law granted a wholly-owned subsidiary of NatuEra (i) a license to cultivate non-psychoactive cannabis, (ii) a license to cultivate psychoactive cannabis, and (iii) a license to manufacture cannabis derivative products for domestic use and export. In addition, the Colombian Agricultural Institute has registered a wholly-owned subsidiary of NatuEra as a certified psychoactive and non-psychoactive seed producer and the National Narcotics Fund has registered such subsidiary as a manufacturer of cannabis derivatives products for national use and export. Commencement of operations at the facility will be subject to obtaining the remaining appropriate authorizations under applicable law.

Cronos Australia Joint Venture

In February 2018, the Company announced a strategic joint venture, Cronos Australia, with NewSouthern Capital Pty. Ltd. (“**NewSouthern**”) for the research, production, manufacture and distribution of medical cannabis. Each of the Company and NewSouthern owns a 50% equity interest in Cronos Australia and has equal representation on the board of directors of Cronos Australia. The Company believes that Cronos Australia will serve as its hub for Australia, New Zealand and South East Asia, bolstering the Company’s distribution network in the Australia and Asia-Pacific region.

In February 2018, Cronos Australia was granted a medicinal cannabis cultivation license and a medicinal cannabis research license by the Office of Drug Control (the “**ODC**”). In June 2018, Cronos Australia was granted a medicinal cannabis manufacture license by the ODC.

Cronos Australia has also received an import license from the ODC, which, together with Cronos Australia obtaining all necessary import permits, will enable it to import PEACE NATURALSTM branded products for sale in the Australian medical market. Applications for import permits have been submitted by Cronos Australia with the ODC. Cronos Australia has also received an export license from the ODC to export certain medical cannabis products, subject to receipt of all necessary permits.

Global Sales and Distribution

Cronos Group is developing a diversified global sales and distribution network by leveraging established partners for their scale, salesforce and market expertise. The Company is also building a domestic distribution footprint in Canada through the direct-to-client medical market and the adult-use market.

Domestic Distribution

Medical Market

The Company currently sells dried cannabis and cannabis oils direct to clients through its health and wellness platform, PEACE NATURALSTM. These clients are typically sourced through physician and clinic referrals or word of mouth recommendations from existing clients.

Adult-Use Market

On October 17, 2018, Canada became the first G7 country and the second country in the world to legalize cannabis sales for adult-use at a federal level. The Company currently sells dried flower, pre-rolls and cannabis oils through its adult-use brands, COVE™ and Spinach™, to cannabis control authorities in Ontario, British Columbia, Nova Scotia and Prince Edward Island, as well as to private-sector retailers in Saskatchewan. As of the date hereof, these five provinces together represent approximately 58% of the Canadian population. As the Company's supply chain grows, and with the pending introduction of new cannabis regulations in Canada this October which will allow for the availability of additional cannabis derivative products and format factors, the Company intends to increase penetration within existing markets and expand its distribution into additional provinces and territories in Canada.

Cura Supply Agreement

In August 2018, Cronos Group announced a supply agreement with Cura Cannabis Solutions (“**Cura**”), a vertically integrated cannabis operator. Cura signed a five year take-or-pay supply agreement to purchase a minimum of 20,000 kilograms of cannabis per year from Cronos GrowCo, commencing after Cura receives its production and sales licenses from Health Canada.

MedMen Canada Joint Venture

In March 2018, the Company entered into a strategic joint venture with MedMen Enterprises USA, LLC (“**MedMen**”). Each of the Company and MedMen owns a 50% equity interest in the joint venture, MedMen Canada, and has equal representation on the board of directors of MedMen Canada. MedMen Canada holds the exclusive license to the MedMen brand in Canada for a minimum term of 20 years. MedMen Canada is currently in the process of obtaining the necessary licenses, permits, and retail locations, in provinces where private retail is permitted under applicable law, to create a premium MedMen branded retail chain in Canada modelled after MedMen's iconic retail concept in Los Angeles, Las Vegas and Manhattan. Commencement of operations will be subject to obtaining such licenses and permits.

International Distribution

Germany

In October 2017, the Company announced its strategic partnership and five-year exclusive distribution agreement with G. Pohl-Boskamp GmbH & Co. KG (“**Pohl-Boskamp**”), an international pharmaceutical manufacturer and distributor with a German distribution network of pharmacies, to distribute PEACE NATURALSTM branded cannabis products within the German medical market. The Company currently exports dried cannabis to Germany and announced its first shipment to Pohl-Boskamp in December 2017.

Poland

In June 2018, Cronos Group entered into a strategic distribution partnership with Delfarma Sp. Zo.o (“**Delfarma**”). Delfarma is a pharmaceutical wholesaler with a distribution network of over 5,000 pharmacies and more than 200 hospitals that collectively reaches approximately 40% of the Polish domestic market. Under the five-year exclusive distribution agreement, Cronos Group will supply PEACE NATURALSTM branded cannabis products to Delfarma for distribution within the Polish medical market. The Company and Delfarma are currently in the process of obtaining the necessary regulatory approvals to sell cannabis products in Poland.

Other International Markets

The Company intends to supply the medical cannabis markets in Israel, Latin America, and Australia through the operations of Cronos Israel, NatuEra, and Cronos Australia, respectively, once operational. In addition, Cronos Australia has received an import license from the ODC to import PEACE NATURALSTM branded products for sale in the Australian medical market. Import permits are required for any shipment of products from Canada to Cronos Australia and these permits are shipment specific.

Intellectual Property Initiatives

Cronos Group is committed to building disruptive intellectual property, by advancing cannabis and cannabinoid research, technology and product development. Among others, our intellectual property development activity includes the following key initiatives.

Cronos Device Labs

In April 2019, Cronos Group established Cronos Labs Ltd. (“**Cronos Device Labs**”), the Company’s Israel-based global R&D center for vaporizer innovation. The state-of-the-art facility is equipped with advanced vaporizer technology and analytical testing infrastructure and is home to an experienced team of product development talent. The Cronos Device Labs’ 23-member team, with over 80 years of combined experience in vaporizer development, is comprised of product designers, mechanical, electrical and software engineers, and analytical and formulation scientists. This global R&D center is expected to significantly enhance Cronos Group’s innovation capabilities and accelerate development of next-generation vaporizer products specifically tailored to cannabinoid use.

Ginkgo Strategic Partnership

In September 2018, the Company launched its R&D partnership with Ginkgo that could ultimately enable the Company to produce certain cultured cannabinoids at commercial scale at a fraction of the cost of traditional cultivation. These cultured cannabinoid molecules are identical to those produced by plants grown with traditional cultivation but are created by leveraging the power of biological manufacturing via fermentation. In addition to THC and CBD, these cultured cannabinoids include rare cannabinoids that are economically impractical or nearly impossible to produce at high purity and scale through traditional cultivation. If the Ginkgo Strategic Partnership is ultimately successful, Cronos Group expects to be able to produce large volumes of these cultured cannabinoids from custom yeast strains without incurring significant capital expenditures to build new cultivation and extraction facilities.

Pursuant to the collaboration and license agreement dated September 1, 2018 between Ginkgo and the Company (the “**Ginkgo Collaboration Agreement**”), Ginkgo will work with the Company on the R&D of microorganisms capable of producing certain target cannabinoids in a scalable and highly efficient manner. The Company will have the exclusive global right to use and commercialize key patented intellectual property related to the production of the target cannabinoids. Assuming all milestones in the Ginkgo Collaboration Agreement are met, the transaction had an aggregate value (as of July 17, 2018) of US\$100.0 million in Cronos Group common shares, to be issued in milestone-contingent tranches. These milestones each relate to the production of certain target cannabinoids for less than US\$1,000 per kilogram of pure cannabinoid at a scale of at least 200 liters. The Company and Ginkgo have targeted three years to reach the milestone events for each of the target cannabinoids. The Company will fund certain R&D and foundry expenses throughout the development process, which are expected to amount to approximately \$22.0 million, subject to the achievement of certain milestones. On May 9, 2019, the Ginkgo Collaboration Agreement was amended to expand the scope of services provided by Ginkgo to include support for the Company’s commercial manufacture of cultured cannabinoids.

Ginkgo has undertaken to perform its R&D work and services in compliance with all applicable laws regarding controlled substances. In November 2018, Ginkgo received from the U.S. Drug Enforcement Agency (the “**DEA**”) a DEA Researcher (I) Controlled Substance Registration Certificate and received a Researcher Controlled Substance Registration Certificate from the Massachusetts Department of Public Health to conduct specified research involving cannabinoids. The Company intends to produce and distribute the target cannabinoids globally, where legally permissible, and has received confirmation from Health Canada that this method of production is permitted under the Cannabis Act.

Technion Research Agreement

In October 2018, the Company entered into a sponsored research agreement with the Technion Research and Development Foundation of the Technion – Israel Institute of Technology (“**Technion**”) to explore the use of cannabinoids and their role in regulating skin health and skin disorders. The preclinical studies will be conducted by Technion over a three-year period and will focus on three skin conditions: acne, psoriasis and skin repair.

Research will be led by Technion faculty members Dr. David “Dedi” Meiri and Dr. Yaron Fuchs, each one of the world’s leading researchers in cannabis and skin stem cell research, respectively. Dr. Meiri heads the Laboratory of Cannabis and Cancer Research with vast experience in cannabis and endocannabinoid research. Dr. Fuchs heads the Laboratory of Stem Cell Biology and Regenerative Medicine with years of experience in the biology of the skin and its pathologies. Development and implementation of the research will be conducted at Technion’s Laboratory of Cancer Biology and Cannabis Research and the Lorry I. Lokey Interdisciplinary Center of Life Sciences and Engineering in Haifa, Israel.

Brand Portfolio

Cronos Group is committed to building a portfolio of iconic brands that responsibly elevate the consumer experience. Currently, Cronos Group sells dried cannabis, pre-rolls and cannabis oils through wholesale and direct-to-client channels under its health and wellness platform, PEACE NATURALSTM, and under its two adult-use brands, COVETM and SpinachTM.



| | | | |
|--------------------------|----------------------|--|---------------------------|
| Brand Positioning | Health & Wellness | Premium Adult-Use, terpene-rich extracts, small batch runs | Mainstream Adult-Use |
| Product Offering | Dried Cannabis, Oils | Dried Cannabis, Oils, Pre-Rolls | Dried Cannabis, Pre-Rolls |

Health & Wellness

The Company currently distributes products under one health and wellness platform for the Canadian and international medical markets:

- PEACE NATURALSTM is a global health and wellness platform committed to producing high-quality cannabis and cannabis products. PEACE NATURALSTM is focused on building and shaping the global medical cannabis market and promoting a whole health approach to wellness, which emphasizes diet and lifestyle. The brand’s goal is to improve the lives of others, one patient at a time.

Adult-Use

The Company has launched two brands for the Canadian adult-use market:

- COVETM is a premium positioned brand focused on creating crafted experiences. The brand utilizes an uncompromising approach to quality leveraging terpene-rich, proprietary strains that are grown in small-batch runs. COVETM’s indoor, strain-specific grow rooms allow for 1-on-1 plant care while maintaining the highest quality standards throughout the entire process. The goal of this premium brand is to Make Each Experience a DiscoveryTM.
- SpinachTM is positioned as a mainstream adult-use brand with High ExpectationsTM, geared towards a wide range of consumers that don’t take life too seriously and are looking for entertaining, fun ways to enhance activities. A lighthearted and playful brand, SpinachTM is focused on offering Farm-To-BowlTM products that bring friends together and make experiences more enjoyable.

Minority Investments

The Company has also invested in and made loans to cannabis-related companies and License Holders. As at June 30, 2019, the Company holds a minority equity investment in Evergreen Medicinal Supply Inc.

In January 2019, the Company sold its shares of Canopy Growth Corporation for net proceeds of approximately \$0.5 million.

In March 2019, the Company sold its approximate 19% equity interest in Whistler to Aurora Cannabis Inc. (“Aurora”) in an all-share transaction (the “Whistler Transaction”). In connection with the closing of the Whistler Transaction, the Company received approximately \$24.7 million in value of Aurora common shares, which the Company subsequently sold for approximately \$25.6 million in cash. Subject to the satisfaction of certain specified milestones, the Company expects to receive approximately \$7.6 million in additional value of Aurora common shares. Based on market conditions at the time of the transaction and assuming all milestones are met, the Company expects to generate, in aggregate, an 8.7x return on its investment in Whistler. Neither the attainment of any milestones nor the persistence of specific market conditions can be assured.

INDUSTRY AND MARKET TRENDS AND REGULATORY DEVELOPMENTS

The Company's business and activities are heavily regulated in all jurisdictions where we carry on business. Our AIF contains a description of the regulatory framework applicable to our business as of the date of the AIF. The following provides a description of certain recent regulatory developments since the fiscal year ended December 31, 2018 that have the potential to impact the Company's financial performance.

Amendments to the Cannabis Regulations

While the sale of dried cannabis, fresh cannabis, cannabis seeds, cannabis plants and cannabis oil is currently permitted under the Cannabis Act, the sale of edibles containing cannabis and cannabis concentrates is not. On December 22, 2018, the Canadian federal government published the draft of the proposed Regulations Amending the Cannabis Regulations in the Canada Gazette (the "**Further Regulations**"). The Further Regulations amend the Cannabis Act and Cannabis Regulations to, among other things, allow the production of extracts (including concentrates), edibles and topicals in addition to the currently permitted product forms. The final version of the Further Regulations was published in the Canada Gazette on June 13, 2019, and will come into force on October 17, 2019. The first regulatory approvals in respect of the new product forms authorized under the Further Regulations are expected to be issued a minimum of 60 days after October 17, 2019.

Provincial and Territorial Distribution Frameworks for Regulated Adult-Use Cannabis

While the Cannabis Act and Cannabis Regulations provide for the regulation of the commercial production, processing, distribution and sale (for medical purposes) of cannabis and related matters by the federal government of Canada, the provinces and territories of Canada regulate the distribution, sale and consumption of adult-use cannabis, such as retail licensing, minimum age requirements, places where cannabis can be consumed, and a range of other matters. The governments of every Canadian province and territory have implemented regulatory regimes for the distribution, sale and use of adult-use cannabis within those jurisdictions; however, these regulatory regimes continue to evolve over time.

Update to the Health Canada Licensing Regime

On May 8, 2019, Health Canada changed its licensing criteria for new applicants for licenses to cultivate cannabis, process cannabis, or sell cannabis for medical purposes. These categories of license applicants are now required to have a site that meets all the requirements of the Cannabis Regulations at the time of their application, as well as satisfying any other applicable application criteria. With respect to existing applications, Health Canada has indicated it will complete a high-level review of all applications currently in the queue. If an application passes this review, Health Canada will provide a status update letter to the applicant. Once the current applicant has a completed site that meets the regulatory requirements, Health Canada will continue reviewing the application in priority based on the original application date.

Hemp Regulatory Framework in the United States

In connection with and following closing of the Redwood Acquisition, the Company is expected to derive a portion of its revenues from the manufacture, marketing and distribution of hemp-derived cosmetic products and other hemp-derived consumer products, including food products and dietary supplements, online and through retail and hospitality partner channels in certain states in the United States. The Company intends for all hemp-derived products to be produced and sold by the Company following closing of the Redwood Acquisition to constitute hemp (i) under the Agricultural Improvement Act of 2018 (the "**2018 Farm Bill**") or (ii) the applicable state-law equivalent in all states in which the Company will produce and sell such hemp-derived products. The 2018 Farm Bill was enacted in the United States on December 20, 2018. Prior to this enactment, cannabis was scheduled as a controlled substance (marijuana) under the United States Controlled Substances Act (the "**CSA**") with limited exemptions based on the portion of the cannabis plant. The 2018 Farm Bill, among other things, removed hemp (which is defined as "the plant *Cannabis sativa L.* and any part of that plant, including the seeds thereof and all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers, whether growing or not, with a delta-9 tetrahydrocannabinol concentration of not more than 0.3 percent on a dry weight basis") and its derivatives, extracts and cannabinoids, including CBD derived from hemp, from the definition of "marijuana" in the CSA, thereby removing hemp and its derivatives from control as controlled substances. The 2018 Farm Bill also amended the Agricultural Marketing Act of 1946 to allow for production and sale of hemp and its derivatives in the United States.

Pursuant to the 2018 Farm Bill and the amendments to the Agricultural Marketing Act of 1946, the USDA has been tasked with promulgating regulations in relation to the cultivation and production of hemp, which, among other things, requires the USDA to review and approve any state-promulgated regulations relating to hemp. The 2018 Farm Bill also directs the USDA to promulgate federal regulations that would apply to the production of hemp in every state which does not put forth a state hemp plan for approval by the USDA. Because the 2018 Farm Bill permits states and Native American tribes to regulate hemp and hemp-derived products more restrictively than the 2018 Farm Bill, variances in these jurisdictions' laws and regulations on hemp are likely to persist.

The 2018 Farm Bill preserves the authority and jurisdiction of the U.S. Food and Drug Administration (the "**FDA**") under the Food, Drug & Cosmetic Act (the "**FDCA**"). As a producer and marketer of hemp-derived products, following closing of the Redwood

Acquisition, the Company will be required to comply with the FDA regulations applicable to manufacturing and marketing certain of its products, including dietary supplements, food and cosmetics.

The FDA has consistently taken the position that CBD, whether derived from hemp or cannabis, is prohibited from use as an ingredient in food and dietary supplements under the exclusionary clauses in the FFDC Act because CBD has been approved as a prescription drug and is the subject of substantial clinical investigations as a drug which have been made public. The exclusionary clauses under the FFDC Act provide that a substance that has been approved and/or has been subject to substantial clinical investigations as a drug may not be used in a food or dietary supplement, unless the substance was first marketed in a food or dietary supplement prior to the initiation of substantial clinical investigations of the substance as a drug. The FDA has not issued regulations that elaborate on the exclusionary clauses and the FDA has not taken any enforcement action in the courts asserting a violation of the exclusionary clauses. To date, the FDA has issued several warning letters to companies unlawfully marketing CBD products. In many of these cases, the manufacturer made unsubstantiated claims about the product being able to treat serious medical conditions (e.g. cancer, Alzheimer's disease, opioid withdrawal and anxiety) and had not obtained drug approvals. Some of these letters were co-signed with the Federal Trade Commission ("FTC") and cited the companies for making egregious claims about the efficacy of CBD which were not substantiated by competent and reliable scientific evidence. The FDA has stated that it recognizes the potential opportunities and significant interest in drug and other consumer products containing CBD and is committed to evaluating the agency's regulatory policies related to CBD and has established a high-level internal working group to explore potential pathways for various types of CBD products to be lawfully marketed. The FDA held a public hearing in May 2019 to obtain scientific data and information about the safety, manufacturing, product quality, marketing, labeling and sale of products containing cannabis or cannabis-derived compounds and has indicated that it plans to report its progress by early Fall 2019. The rules and regulations and enforcement in this area continue to evolve and develop. Until the FDA formally adopts regulations with respect to CBD products or announces an official position with respect to CBD products, there is a risk that the FDA could take enforcement action (e.g. warning letter, seizure, injunction) against the Company following closing of the Redwood Acquisition. The Company is closely following the developments at the FDA and plans to actively participate in the FDA hearing and rule making process. The Company intends to monitor its compliance with applicable United States laws relating to hemp as they are enacted and evolve, including the FDA's regulations of CBD, and to evaluate and implement appropriate compliance measures, on an ongoing basis.

For more information regarding certain risks facing our business in connection with the hemp regulatory framework in the United States, see the section below entitled "Risks and Uncertainties – Additional Risks Relating to the Redwood Acquisition and the Company's U.S. Hemp Operations."

Restrictions on Business Activities in the United States

The Company currently does not engage in any commercial activities related to the cultivation, distribution or possession of cannabis in the U.S. The Ginkgo Strategic Partnership contemplates the performance of licensed R&D activities in the U.S., in order to produce cultured cannabinoids, in full compliance with all applicable laws regarding controlled substances. In addition, following closing of the Redwood Acquisition, the Company intends to engage in the manufacture, marketing, and distribution of hemp-derived cosmetic products and other hemp-derived consumer products online and through retail and hospitality partner channels in certain states in the U.S. From time to time, the Company may have minority interests in non-U.S. cannabis companies (as disclosed in the AIF). Based on what is publicly disclosed by these minority investees, the Company is not aware of any U.S. cannabis-related activities of such minority investees as of the date of this MD&A.

Additional information with respect to the Company's business and applicable regulatory frameworks are included in the AIF.

FINANCIAL HIGHLIGHTS

(\$ in 000s, except where noted otherwise)

| | Three Months Ended | | | | Six Months Ended | | | |
|---|--------------------|------------|--------------|--------|------------------|------------|--------------|--------|
| | June 30, | | Change | | June 30, | | Change | |
| | 2019 | 2018 | \$ | % | 2019 | 2018 | \$ | % |
| Financial Results | | | | | | | | |
| Net Revenue | \$ 10,237 | \$ 3,394 | \$ 6,843 | 202% | \$ 16,707 | \$ 6,339 | \$ 10,368 | 164% |
| Gross Margin before Fair Value Adjustments ⁽¹⁾ | 53% | 63% | -- | -- | 54% | 55% | -- | -- |
| Adjusted EBITDA ⁽²⁾ | \$ (17,772) | \$ (2,396) | \$ (15,376) | 642% | \$ (26,719) | \$ (3,896) | \$ (22,823) | 586% |
| Extract Sales (% of Net Product Revenue) | 20% | 19% | -- | -- | 21% | 14% | -- | -- |
| Operating Results | | | | | | | | |
| Kilograms Sold | 1,584 | 477 | 1,107 | 232% | 2,695 | 978 | 1,717 | 176% |
| Net Product Revenue / Gram Sold | \$ 6.44 | \$ 7.03 | \$ (0.59) | (8%) | \$ 6.15 | \$ 6.37 | \$ (0.22) | (3%) |
| Cost of Sales before Fair Value Adj. / Gram Sold | 3.01 | 2.63 | 0.38 | 14% | 2.87 | 2.88 | (0.01) | (0%) |
| Balance Sheet⁽³⁾ | | | | | | | | |
| Cash and Cash Equivalents | \$ 1,579,231 | \$ 89,609 | \$ 1,489,622 | 1,662% | \$ 1,579,231 | \$ 89,609 | \$ 1,489,622 | 1,662% |
| Short-Term Investments | 744,936 | — | 744,936 | NA | 744,936 | — | 744,936 | NA |
| Derivative Liabilities | 1,399,594 | — | 1,399,594 | NA | 1,399,594 | — | 1,399,594 | NA |

(1) See "General Matters – Definitions" for information related to Gross Margin before Fair Value Adjustments.

(2) See "General Matters – Non-IFRS Measures" for information related to Adjusted EBITDA.

(3) Dollar amounts are as of the last day of the period indicated.

- Net revenue was \$10.2 million in Q2 2019, representing a 202% increase from \$3.4 million in Q2 2018, primarily driven by the launch of the adult-use market in Canada. Net revenue increased 58% quarter-over-quarter from \$6.5 million in the first quarter of 2019, primarily driven by increased sales in CBD oil, which carries no excise tax reduction and increased sales of dry flower.
- 1,584 kilograms were sold in Q2 2019, representing a 232% increase from 477 kilograms sold in Q2 2018, primarily driven by increased cannabis production and the launch of the adult-use market in Canada. Kilograms sold increased 43% quarter-over-quarter from 1,111 kilograms sold in the first quarter of 2019, primarily driven by increased cannabis production.
- Cost of sales before fair value adjustments per gram sold was \$3.01 in Q2 2019, representing a 14% increase from \$2.63 in Q2 2018 and a 12% increase from \$2.69 in the first quarter of 2019. The increase quarter-over-quarter was driven by higher processing cost on a per gram basis.
- The Company experienced continued growth in cannabis oil sales, which represented 20% of net product revenue in Q2 2019 compared to 19% in Q2 2018.

(\$ in 000s, except where noted otherwise)

| | Second Quarter | | First Quarter | | Change | |
|---|----------------|--------------|---------------|-------|--------|---|
| | 2019 | 2019 | \$ | % | \$ | % |
| Financial Results | | | | | | |
| Net Revenue | \$ 10,237 | \$ 6,470 | \$ 3,767 | 58% | | |
| Gross Margin before Fair Value Adjustments ⁽¹⁾ | 53% | 54% | -- | -- | | |
| Adjusted EBITDA ⁽²⁾ | \$ (17,772) | \$ (8,947) | \$ (8,825) | 99% | | |
| Extract Sales (% of Net Product Revenue) | 20% | 23% | -- | -- | | |
| Operating Results | | | | | | |
| Kilograms Sold | 1,584 | 1,111 | 473 | 43% | | |
| Net Product Revenue / Gram Sold | \$ 6.44 | \$ 5.73 | \$ 0.71 | 12% | | |
| Cost of Sales before Fair Value Adj. / Gram Sold | 3.01 | 2.69 | 0.32 | 12% | | |
| Balance Sheet⁽³⁾ | | | | | | |
| Cash and Cash Equivalents | \$ 1,579,231 | \$ 2,418,277 | \$ (839,046) | (35%) | | |
| Short-Term Investments | 744,936 | — | 744,936 | NA | | |
| Derivative Liabilities | 1,399,594 | 1,664,275 | (264,681) | (16%) | | |

(1) See "General Matters – Definitions" for information related to Gross Margin before Fair Value Adjustments.

(2) See "General Matters – Non-IFRS Measures" for information related to Adjusted EBITDA.

(3) Dollar amounts are as of the last day of the period indicated.

QUARTERLY BUSINESS HIGHLIGHTS AND RECENT DEVELOPMENTS POST QUARTER-END

Strategic Acquisition of U.S. Hemp-Based Products Platform

On August 2, 2019, the Company announced that it has entered into a definitive agreement to acquire four of Redwood Holding Group, LLC's operating subsidiaries (collectively, "**Redwood**") (the "**Redwood Acquisition**"). Redwood manufactures, markets and distributes hemp-derived CBD infused skincare and other consumer products online and through retail and hospitality partner channels in the United States under the brand, Lord Jones™. Redwood's products use pure hemp oil that contains natural phytocannabinoids and terpenes found in the plant. Cronos Group plans to use its resources to capitalize on the significant demand to further create and scale hemp-derived consumer products and brands.

Under the terms of the agreement, the Company will acquire Redwood for approximately US\$300.0 million, net of Redwood's estimated cash and debt and subject to a customary working capital adjustment as described in the agreement. US\$225.0 million of the total consideration (subject to the foregoing adjustments) will be paid in cash with the balance paid in newly issued Cronos Group common shares based on the average of the volume weighted average trading price of the common shares on NASDAQ on each of the ten consecutive trading days prior to the date of the agreement. Cronos Group will fund the cash portion of the transaction with cash on hand.

The Company expects the transaction to close in the third quarter of 2019, subject to customary closing conditions and regulatory approvals. The transaction has been unanimously approved by the Board of Directors of Redwood Holding Group, LLC and approved by the Company's Board of Directors following the unanimous recommendation of a special committee of independent directors ("**Special Committee**"). A Special Committee composed entirely of independent directors of the Company was formed to evaluate and make recommendations to the Board of Directors since Michael Gorenstein, Chief Executive Officer and a director of Cronos Group, and Jason Adler, a director of Cronos Group, each hold an indirect interest in Redwood Holding Group, LLC by way of their interest in certain funds affiliated with Gotham Green Partners, which are each limited liability company members of Redwood Holding Group, LLC.

Establishing an efficient global supply chain

Continued expansion of Peace Naturals, Cronos Group's center of excellence

The Company's partially-licensed, 286,000 sq. ft. production facility, Building 4, produced its first harvest in December 2018, and all flower rooms were populated in the first half of 2019. The Company anticipates further improvements in yields toward full run-rate capacity as a result of increasing efficiencies over time.

Cronos Israel moves closer to cultivation

The Cronos Israel facility continues to move closer to cultivation. Construction of Cronos Israel's 45,000 sq. ft. greenhouse was completed in the first half of 2019, while its 17,000 sq. ft. manufacturing facility is expected to be complete in the second half of 2019.

NatuEra is now fully licensed and moves closer to cultivation and manufacture of derivative products

In March 2019, a wholly-owned subsidiary of NatuEra received its last pending license from the Colombian Ministry of Justice and Law to cultivate psychoactive cannabis for (i) production of seeds for cultivation, (ii) production of grain, and (iii) manufacture of derivative products. In April 2019, a wholly-owned subsidiary of NatuEra was registered by the National Narcotics Fund as a manufacturer of cannabis derivative products for national use and export, and in June 2019, such subsidiary was registered by the Colombian Agricultural Institute as a certified psychoactive and non-psychoactive cannabis seed producer. With its licenses received, NatuEra is now in the process of finalizing the design for its cultivation and manufacturing facilities.

Additional capacity for the launch of cannabis derivative products

MediPharm Tolling Agreement

In May 2019, the Company announced a tolling agreement with MediPharm Labs Corp. ("**MediPharm**"), where the Company may supply bulk quantities of dried cannabis to MediPharm for processing on a fee for service basis into bulk resin or other cannabis oil derivative products.

MediPharm Supply Agreement

In May 2019, the Company announced a take or pay supply agreement with MediPharm for cannabis concentrate (the "**MediPharm Supply Agreement**"). MediPharm will supply the Company with approximately \$30.0 million of cannabis concentrate over 18 months, and, subject to certain renewal and purchase options, potentially up to \$60.0 million over 24 months.

Heritage Contract Manufacturing Agreement

In July 2019, the Company entered into a contract manufacturing agreement with Heritage Cannabis Holdings Corp. (“**Heritage**”), a vertically integrated cannabis producer. Heritage will be responsible for providing cannabis extract and services related to the filling and packaging of vaporizer devices for the Canadian cannabis adult-use and medical markets for the Spinach™ and PEACE NATURALS™ brands. The agreement has a two-year term with an option to extend upon agreement by both parties, at an annual potential contract value of \$35.0 million, based on current projections.

Creating and monetizing disruptive intellectual property

Cronos Fermentation

On July 31, 2019, the Company closed the previously announced acquisition (the “**Cronos Fermentation Acquisition**”) of certain assets from Apotex Fermentation Inc. (“**AFI**”), including an 84,000 square foot GMP compliant fermentation and manufacturing facility in Winnipeg, Canada. The state-of-the-art facility, which will operate as “Cronos Fermentation”, includes fully equipped laboratories covering microbiology, organic and analytical chemistry, quality control and method development as well as two large scale microbial fermentation production areas with a combined production capacity of 102,000 liters, three downstream processing plants, and bulk product and packaging capabilities. The acquisition is expected to provide the fermentation and manufacturing capabilities Cronos Group needs in order to capitalize on the progress underway with Ginkgo, by enabling the Company to produce the target cannabinoids contemplated under the Ginkgo Collaboration Agreement at commercial scale with high quality and high purity.

AFI is currently overseeing a wind-down of the facility, which is expected to continue through Fall 2019. During this time, the Company expects to begin aligning specifications for the equipment and manufacturing required for the production and downstream processing of cannabinoids. To support this work, the Company expects a team of engineers, scientists, production and quality assurance personnel currently working at the facility to join Cronos Group.

Commercial production at the facility is subject to completion of the equipment alignment for cannabinoid-based production, the receipt of the appropriate licenses from Health Canada for the production of cultured cannabinoids under the Cannabis Act and the achievement of milestones under the Ginkgo Strategic Partnership.

Enhancing our leadership team, governance and control

New Chief Innovation Officer

In July 2019, Dr. Todd Abraham was appointed as the Company’s Chief Innovation Officer. Dr. Abraham will be responsible for advancing the Company’s research and development initiatives in cannabinoids with a focus on identifying new disruptive technologies and adopting best practices and innovations from adjacent consumer goods industries.

He joins the Company after 17 years with Mondelēz International, where he most recently served as Senior Vice President, Research and Nutrition and Vice President, Global Research and Technology Strategy. In these roles, Dr. Abraham was responsible for worldwide technology development and strategy, scientific screening, nutritional science and communication, consumer guidance testing, analytical programs, R&D training and intellectual property strategy for a \$35 billion multi-national business.

RESULTS OF OPERATIONS

Selected Financial Results

The following table summarizes the selected financial results for the periods indicated.

(\$ in 000s)

| | Three Months Ended | | Change | | Six Months Ended | | Change | |
|--|--------------------|----------|----------|------------|------------------|----------|-----------|------------|
| | 2019 | 2018 | \$ | % | 2019 | 2018 | \$ | % |
| Net Revenue | \$ 10,237 | \$ 3,394 | \$ 6,843 | 202% | \$ 16,707 | \$ 6,339 | \$ 10,368 | 164% |
| Cost of Sales | 4,295 | (2,952) | 7,247 | (245%) | (2,552) | (1,935) | (617) | 32% |
| Gross Profit | 5,942 | 6,346 | (404) | (6%) | 19,259 | 8,274 | 10,985 | 133% |
| Operating Expenses | 26,287 | 5,856 | 20,431 | 349% | 40,162 | 9,962 | 30,200 | 303% |
| Operating Loss | (20,345) | 490 | (20,835) | (4,252%) | (20,903) | (1,688) | (19,215) | 1,138% |
| Other Income | 270,978 | (34) | 271,012 | (797,094%) | 701,786 | 206 | 701,580 | 340,573% |
| Income (Loss) before Income Taxes | 250,633 | 456 | 250,177 | 54,863% | 680,883 | (1,482) | 682,365 | (46,044%) |
| Deferred Income Tax Expense (Recovery) | (335) | (267) | (68) | 25% | 2,222 | (1,155) | 3,377 | (292%) |
| Net Income (Loss) | 250,968 | 723 | 250,245 | 34,612% | 678,661 | (327) | 678,988 | (207,642%) |
| Other Comprehensive Income (Loss) | (104) | 39 | (143) | (367%) | 16 | 4 | 12 | 300% |
| Comprehensive Income (Loss) | 250,864 | 762 | 250,102 | 32,822% | 678,677 | (323) | 679,000 | (210,217%) |

Altria Investment Derivative Liabilities

The Company records derivative liabilities associated with the Altria Warrant and Altria Anti-Dilution Rights (the “**Derivative Liabilities**”) at fair value at the end of each reporting period. Significant volatility in reported net income may result from quarterly adjustments to the fair value of Derivative Liabilities, which is primarily driven by movement in Cronos Group’s stock price. Fair value adjustments to Derivative Liabilities is a non-cash item.

At June 30, 2019, the Company recorded \$1.4 billion in Derivative Liabilities, resulting in an unrealized gain on revaluation of Derivative Liabilities of \$263.9 million (2018 - nil) in other income for Q2 2019 and \$700.3 million (2018 - nil) for YTD 2019. See note 13 “*Derivative liabilities*” to the Interim Financial Statements for additional information.

Net Revenue

The following table sets forth net revenue, kilograms sold, and average net selling price per gram sold by product type for the periods indicated.

(\$ in 000s)

| | Three Months Ended June 30, | | Change | | Six Months Ended June 30, | | Change | | |
|---|--------------------------------|----------|-----------|-------|------------------------------|----------|-----------|-------|--|
| | 2019 | 2018 | \$ | % | 2019 | 2018 | \$ | % | |
| Net Revenue | | | | | | | | | |
| Dried Cannabis | \$ 8,153 | \$ 2,715 | \$ 5,438 | 200% | \$ 13,054 | \$ 5,335 | \$ 7,719 | 145% | |
| Cannabis Oil | 2,053 | 636 | 1,417 | 223% | 3,520 | 891 | 2,629 | 295% | |
| Product Revenue | 10,206 | 3,351 | 6,855 | 205% | 16,574 | 6,226 | 10,348 | 166% | |
| Other | 31 | 43 | (12) | (28%) | 133 | 113 | 20 | 18% | |
| Total Net Revenue | 10,237 | 3,394 | 6,843 | 202% | 16,707 | 6,339 | 10,368 | 164% | |
| Kilograms Sold | | | | | | | | | |
| Dried Cannabis | 1,317 | 416 | 901 | 217% | 2,223 | 894 | 1,329 | 149% | |
| Cannabis Oil | 267 | 61 | 206 | 338% | 472 | 84 | 388 | 462% | |
| Total Kilograms Sold | 1,584 | 477 | 1,107 | 232% | 2,695 | 978 | 1,717 | 176% | |
| Avg. Net Selling Price Per Gram Sold | | | | | | | | | |
| Dried Cannabis | \$ 6.19 | \$ 6.53 | \$ (0.34) | (5%) | \$ 5.87 | \$ 5.97 | \$ (0.10) | (2%) | |
| Cannabis Oil | 7.69 | 10.43 | (2.74) | (26%) | 7.46 | 10.61 | (3.15) | (30%) | |
| Product Revenue | 6.44 | 7.03 | (0.59) | (8%) | 6.15 | 6.37 | (0.22) | (3%) | |

Results for Q2 2019 compared to Q2 2018

For Q2 2019, the Company reported net revenue of \$10.2 million as compared to \$3.4 million for Q2 2018, representing an increase of \$6.8 million, or 202%. This change was primarily due to:

- sales into the domestic adult-use market, which did not exist in Q2 2018;
- growth in domestic sales of dried cannabis, which represented approximately 76% of net revenue in Q2 2019; and
- strong growth in cannabis oil revenue, which represented approximately 20% of net revenue in Q2 2019.

Results for YTD 2019 compared to YTD 2018

For YTD 2019, the Company reported net revenue of \$16.7 million as compared to \$6.3 million for YTD 2018, representing an increase of \$10.4 million, or 164%. This change was primarily due to:

- increased capacity and yield developments resulting in sale of 2,695 kilograms for YTD 2019 compared to 978 kilograms for YTD 2018;
- launch and continued growth of the adult-use market; and
- strong growth in the domestic dried cannabis market.

Cost of Sales and Gross Profit

Cost of sales and gross profit for the periods indicated are as follows:

| (\$ in 000s) | Three Months Ended | | Change | | Six Months Ended | | Change | |
|---|--------------------|----------|----------|-------|------------------|----------|-----------|------|
| | June 30, | | | | June 30, | | | |
| | 2019 | 2018 | \$ | % | 2019 | 2018 | \$ | % |
| Cost of Sales | | | | | | | | |
| Cost of Sales before Fair Value Adjustments | \$ 4,762 | \$ 1,254 | \$ 3,508 | 280% | \$ 7,746 | \$ 2,821 | \$ 4,925 | 175% |
| Gross Profit before Fair Value Adjustments ⁽¹⁾ | 5,475 | 2,140 | 3,335 | 156% | 8,961 | 3,518 | 5,443 | 155% |
| Fair Value Adjustments | | | | | | | | |
| Unrealized Change in Fair Value of Biological Assets | (4,024) | (6,831) | 2,807 | (41%) | (17,577) | (9,575) | (8,002) | 84% |
| Realized Fair Value Adjustments on Inventory Sold | 3,557 | 2,625 | 932 | 36% | 7,279 | 4,819 | 2,460 | 51% |
| Total Fair Value Adjustments | (467) | (4,206) | 3,739 | (89%) | (10,298) | (4,756) | (5,542) | 117% |
| Gross Profit | 5,942 | 6,346 | (404) | (6%) | 19,259 | 8,274 | 10,985 | 133% |
| Gross Margin before Fair Value Adjustments ⁽¹⁾ | 53% | 63% | -- | -- | 54% | 55% | -- | -- |
| Gross Margin | 58% | 187% | -- | -- | 115% | 131% | -- | -- |
| Cost of Sales before Fair Value Adj. / Gram Sold | \$ 3.01 | \$ 2.63 | \$ 0.38 | 14% | \$ 2.87 | \$ 2.88 | \$ (0.01) | (0%) |

(1) See "General Matters – Definitions" for information related to Gross Profit and Gross Margin before Fair Value Adjustments.

Cost of sales before fair value adjustments consists of two main categories:

- *Production costs.* These costs are capitalized to biological assets as costs directly attributable to growing the plants to the point of harvest, transferred to inventory upon harvest and recognized in cost of sales when the inventory is sold. These costs include direct costs such as nutrients, soil, and seeds, as well as other indirect costs such as utilities, an allocation of indirect labor, property taxes, and depreciation of equipment used in the growing process.
- *Processing costs.* These costs are capitalized to inventory and then recognized in cost of sales when the inventory is sold. These costs represent post-harvest costs incurred to bring harvested cannabis to its saleable condition, which include drying and curing, testing and packaging, and overhead allocation.

Fair value adjustments consist of two main categories:

- *Unrealized Change in Fair Value of Biological Assets.* This line item represents the effect of the non-cash fair value adjustments of biological assets produced in the period, excluding capitalized production costs.
- *Realized Fair Value Adjustments on Inventory Sold.* This line item represents the effect of the non-cash fair value adjustments capitalized to inventory being recognized in the statement of operations as the corresponding inventory is sold.

Results for Q2 2019 compared to Q2 2018

For Q2 2019, the Company reported gross profit before fair value adjustments of \$5.5 million as compared to \$2.1 million for Q2 2018, representing an increase of \$3.3 million, or 156%. Gross margin before fair value adjustments decreased from 63% for Q2 2018 to 53% for Q2 2019. Drivers of these variances are set forth below:

- increase in gross profit before fair value adjustments was largely driven by both an increase in kilograms sold and an increase in net revenue as described above; and
- decrease in gross margin before fair value adjustments was largely driven by an increase in excise taxes that did not exist during Q2 2018.

Results for YTD 2019 compared to YTD 2018

For YTD 2019, the Company reported gross profit before fair value adjustments of \$9.0 million as compared to \$3.5 million for YTD 2018, representing an increase of \$5.4 million, or 155%. Gross margin before fair value adjustments decreased from 55% for YTD 2018 to 54% for YTD 2019. Drivers of these variances are set forth below:

- increase in gross profit before fair value adjustments was largely driven by both an increase in kilograms sold and an increase in net revenue as described above; and
- decrease in gross margin before fair value adjustments was largely driven by an increase in excise taxes that did not exist during YTD 2018.

Operating Expenses

Operating expenses for the periods indicated are as follows:

(\$ in 000s)

| | Three Months Ended | | Change | | Six Months Ended | | Change | |
|-------------------------------|--------------------|--------|----------|--------|------------------|--------|----------|------|
| | June 30, | | \$ | % | June 30, | | \$ | % |
| | 2019 | 2018 | | | 2019 | 2018 | | |
| Operating Expenses | | | | | | | | |
| Sales and Marketing | \$ 5,358 | \$ 364 | \$ 4,994 | 1,372% | \$ 6,858 | \$ 950 | \$ 5,908 | 622% |
| Research and Development | 3,076 | — | 3,076 | NA | 4,633 | — | 4,633 | NA |
| General and Administrative | 15,176 | 4,219 | 10,957 | 260% | 24,787 | 6,680 | 18,107 | 271% |
| Share-Based Payments | 2,002 | 950 | 1,052 | 111% | 2,739 | 1,724 | 1,015 | 59% |
| Depreciation and Amortization | 675 | 323 | 352 | 109% | 1,145 | 608 | 537 | 88% |
| Total Operating Expenses | 26,287 | 5,856 | 20,431 | 349% | 40,162 | 9,962 | 30,200 | 303% |

As a Percentage of Net Revenue

| | | | | | | | | |
|-------------------------------|------|------|----|----|------|------|----|----|
| Sales and Marketing | 52% | 11% | -- | -- | 41% | 15% | -- | -- |
| Research and Development | 30% | NA | -- | -- | 28% | NA | -- | -- |
| General and Administrative | 148% | 124% | -- | -- | 148% | 105% | -- | -- |
| Share-Based Payments | 20% | 28% | -- | -- | 16% | 27% | -- | -- |
| Depreciation and Amortization | 7% | 10% | -- | -- | 7% | 10% | -- | -- |
| Total Operating Expenses | 257% | 173% | -- | -- | 240% | 157% | -- | -- |

Results for Q2 2019 compared to Q2 2018

For Q2 2019, the Company reported total operating expenses of \$26.3 million as compared to \$5.9 million for Q2 2018, representing an increase of \$20.4 million, or 349%. This change was primarily due to:

- an increase in professional and consulting fees for services rendered in connection with various strategic initiatives, legal fees, and accounting fees;
- higher marketing costs to build and develop our brands;
- increased staffing levels across functions including procurement, information technology, sales and marketing, and operations, in line with the Company's growth strategy; and
- R&D expenses related to the Ginkgo Strategic Partnership and Technion research agreement.

Results for YTD 2019 compared to YTD 2018

For YTD 2019, the Company reported total operating expenses of \$40.2 million as compared to \$10.0 million for YTD 2018, representing an increase of \$30.2 million, or 303%. This change was primarily due to:

- an increase in professional and consulting fees for services rendered in connection with various strategic initiatives, legal fees, and accounting fees;
- higher marketing costs to build and develop our brands;
- increased staffing levels across functions including procurement, information technology, sales and marketing, and operations, in line with the Company's growth strategy; and
- R&D expenses related to the Ginkgo Strategic Partnership and Technion research agreement.

Other Income

Other income for the periods indicated are as follows:

| (\$ in 000s) | Three Months Ended | | Change | | Six Months Ended | | Change | |
|---|--------------------|---------|-----------|------------|------------------|---------|-----------|-----------|
| | June 30, | | | | June 30, | | | |
| | 2019 | 2018 | \$ | % | 2019 | 2018 | \$ | % |
| Other Income | | | | | | | | |
| Interest Income (Expense) | \$ 12,531 | \$ (37) | \$ 12,568 | (33,968%) | \$ 15,251 | \$ (59) | \$ 15,310 | (25,949%) |
| Financing and Transaction Costs | (4,505) | — | (4,505) | NA | (34,066) | — | (34,066) | NA |
| Gain on Revaluation of Derivative Liabilities | 263,943 | — | 263,943 | NA | 700,326 | — | 700,326 | NA |
| Share of Income (Loss) from Investments in Equity | | | | | | | | |
| Accounted Investees | (991) | 3 | (994) | (33,133%) | (1,255) | 44 | (1,299) | (2,952%) |
| Gain on Disposal of Whistler | — | — | — | NA | 20,606 | — | 20,606 | NA |
| Gain on Other Investments | — | — | — | NA | 924 | 221 | 703 | 318% |
| Total Other Income | 270,978 | (34) | 271,012 | (797,094%) | 701,786 | 206 | 701,580 | 340,573% |

Results for Q2 2019 compared to Q2 2018

For Q2 2019, the Company reported total other income of \$271.0 million as compared to other expenses of \$0.034 million for Q2 2018, representing an increase in income of \$271.0 million. This change was primarily due to:

- an increase in interest income (expense) due to interest earned on funds received from the Altria Investment;
- transaction and financing costs in Q2 2019, which include costs related to the Cronos Fermentation Acquisition and the Redwood Acquisition; and
- a gain on the revaluation of the Derivative Liabilities.

Results for YTD 2019 compared to YTD 2018

For YTD 2019, the Company reported total other income of \$701.8 million as compared to \$0.2 million for YTD 2018, representing an increase in income of \$701.6 million. This change was primarily due to:

- an increase in interest income (expense) due to interest earned on funds received from the Altria Investment;
- transaction and financing costs in YTD 2019, which include costs related to the Altria Strategic investment, the Cronos Fermentation Acquisition and the Redwood Acquisition; and
- a gain on the revaluation of the Derivative Liabilities.

Deferred Income Tax Expense

Results for Q2 2019 compared to Q2 2018

The Company recorded a deferred income tax recovery of \$0.3 million in Q2 2019 as compared to a recovery of \$0.3 million in Q2 2018. The effective tax rate for Q2 2019 was (0%) as compared to (59%) in Q2 2018.

Results for YTD 2019 compared to YTD 2018

The Company recorded a deferred income tax expense of \$2.2 million in YTD 2019 as compared to a recovery of \$1.2 million in YTD 2018. The effective tax rate in YTD 2019 was 0% as compared to 78% in YTD 2018.

The effective tax rate differs from the Company's statutory tax rate due to the non-taxable gain on revaluation of Derivative Liabilities. The Altria Warrant, pre-emptive rights and top-up rights issued in connection with the Altria Investment would currently be settled through the issuance of shares of the Company if exercised by Altria, which is not expected to result in a taxable gain or loss to the Company.

Comprehensive Income (Loss)

Comprehensive income (loss) for the periods indicated are as follows:

| (\$ in 000s) | Three Months Ended | | Change | | Six Months Ended | | Change | |
|-----------------------------|--------------------|--------|------------|---------|------------------|----------|------------|------------|
| | June 30, | | | | June 30, | | | |
| | 2019 | 2018 | \$ | % | 2019 | 2018 | \$ | % |
| Comprehensive Income (Loss) | \$ 250,864 | \$ 762 | \$ 250,102 | 32,822% | \$ 678,677 | \$ (323) | \$ 679,000 | (210,217%) |

Results for Q2 2019 compared to Q2 2018

For Q2 2019, the Company reported comprehensive income of \$250.9 million as compared to a comprehensive income of \$0.8 million for Q2 2018, representing an increase of \$250.1 million. The change in total comprehensive income results from the factors described in the immediately preceding section above.

Results for YTD 2019 compared to YTD 2018

For YTD 2019, the Company reported comprehensive income of \$678.7 million as compared to a comprehensive loss of \$0.3 million for YTD 2018, representing an increase of \$679 million. The change in total comprehensive income results from the factors described in the immediately preceding section above.

Reconciliation of Non-IFRS Measures

A reconciliation of Adjusted EBIT and Adjusted EBITDA to net income, the most directly comparable IFRS measure, is presented in the following table.

(\$ in 000s)

| | Second Quarter 2019 | First Quarter 2019 | Second Quarter 2018 |
|---|------------------------------------|-----------------------------------|------------------------------------|
| Net Income (Loss) | \$ 250,968 | \$ 427,693 | \$ 723 |
| Adjustments | | | |
| Interest (Income) Expense | (12,531) | (2,720) | 37 |
| Deferred Income Tax Expense (Recovery) | (335) | 2,557 | (267) |
| Share-Based Payments | 2,002 | 737 | 950 |
| Unrealized Change in Fair Value of Biological Assets | (4,024) | (13,553) | (6,831) |
| Realized Fair Value Adjustments on Inventory Sold | 3,557 | 3,722 | 2,625 |
| Financing and Transaction Costs | 4,505 | 29,561 | — |
| Gain on Revaluation of Derivative Liabilities | (263,943) | (436,383) | — |
| Share of Loss (Income) from Investments in Equity Accounted Investees | 991 | 264 | (3) |
| Gain on Disposal of Whistler | — | (20,606) | — |
| Gain on Other Investments | — | (924) | — |
| Adjusted EBIT | (18,810) | (9,652) | (2,766) |
| Depreciation and Amortization | 1,038 | 705 | 370 |
| Adjusted EBITDA | (17,772) | (8,947) | (2,396) |

Below is the reconciliation of Adjusted EBIT and Adjusted EBITDA to net income for six months ended June 30, 2019 and 2018.

(\$ in 000s)

| | Six Months Ended June 30, | |
|---|--------------------------------------|-------------|
| | 2019 | 2018 |
| Net Income (Loss) | \$ 678,661 | \$ (327) |
| Adjustments | | |
| Interest (Income) Expense | (15,251) | 59 |
| Deferred Income Tax Expense (Recovery) | 2,222 | (1,155) |
| Share-Based Payments | 2,739 | 1,724 |
| Unrealized Change in Fair Value of Biological Assets | (17,577) | (9,575) |
| Realized Fair Value Adjustments on Inventory Sold | 7,279 | 4,819 |
| Financing and Transaction Costs | 34,066 | — |
| Gain on Revaluation of Derivative Liabilities | (700,326) | — |
| Share of Loss (Income) from Investments in Equity Accounted Investees | 1,255 | (44) |
| Gain on Disposal of Whistler | (20,606) | — |
| Gain on Other Investments | (924) | (221) |
| Adjusted EBIT | (28,462) | (4,720) |
| Depreciation and Amortization | 1,743 | 824 |
| Adjusted EBITDA | (26,719) | (3,896) |

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table summarizes selected quarterly financial information for the last eight quarters.

(\$ in 000s, except per share data)

| | FY 2019 | | FY 2018 | | | | FY 2017 | |
|-----------------------------|-----------|----------|-----------|-----------|----------|-----------|----------|----------|
| | Q2 | Q1 | Q4 | Q3 | Q2 | Q1 | Q4 | Q3 |
| Net Revenue | \$ 10,237 | \$ 6,470 | \$ 5,604 | \$ 3,760 | \$ 3,394 | \$ 2,945 | \$ 1,611 | \$ 1,314 |
| Net Income (Loss) | 250,968 | 427,693 | (11,607) | (7,271) | 723 | (1,050) | 2,063 | 1,098 |
| Comprehensive Income (Loss) | 250,864 | 427,812 | (11,797) | (7,035) | 762 | (1,085) | 667 | 1,096 |
| Basic Earnings Per Share | \$ 0.75 | \$ 1.95 | \$ (0.06) | \$ (0.04) | \$ — | \$ (0.01) | \$ 0.01 | \$ 0.01 |
| Diluted Earnings Per Share | 0.22 | 0.48 | (0.06) | (0.04) | — | (0.01) | 0.01 | 0.01 |

The Company does not exhibit any material seasonality over its fiscal year. For further information on changes in income statement data, please see “Results of Operations” in this MD&A.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As of June 30, 2019, the Company had \$1.58 billion in cash and cash equivalents and \$0.7 billion in short term investments.

Summary of Cash Flows

The major components of the Company’s statements of cash flows for the periods indicated are as follows:

(\$ in 000s)

| | Three Months Ended | | | Six Months Ended | | |
|--|--------------------|------------|-------------|------------------|-------------|-------------|
| | June 30, | | | June 30, | | |
| | 2019 | 2018 | \$ Change | 2019 | 2018 | \$ Change |
| Cash and Cash Equivalents Used in Operating Activities | \$ (57,428) | \$ (6,866) | \$ (50,562) | \$ (75,983) | \$ (20,629) | \$ (55,354) |
| Cash and Cash Equivalents Used in Investing Activities | (781,789) | (30,161) | (751,628) | (787,228) | (38,286) | (748,942) |
| Cash and Cash Equivalents Provided by Financing Activities | 726 | 94,268 | (93,542) | 2,409,864 | 139,316 | 2,270,548 |
| Net Change in Cash and Cash Equivalents | (838,491) | 57,241 | (895,732) | 1,546,653 | 80,401 | 1,466,252 |

Q2 2019 Cash Flows

Operating Activities. During Q2 2019, \$57.4 million of cash was used by operating activities as compared to \$6.9 million in Q2 2018, representing an increase of \$50.5 million in cash used in operating activities. This change is primarily driven by a \$7.1 million change in net income adjusted for non-cash items and a \$43.4 million increase in the net change in non-cash working capital.

Investing Activities. During Q2 2019, the Company used \$781.8 million (2018 – \$30.2 million) of cash in investing activities, primarily due to purchases of short-term investments of \$744.9 million (2018 – nil). In addition, advances to joint ventures and loan receivable of \$21.8 million (2018 – \$0.4 million), as well as \$14.4 million (2018 – \$30.0 million) in capital expenditures related primarily to Cronos Israel and Building 4, also contributed to the cash used in investing activities.

Financing Activities. During Q2 2019, cash provided by financing activities was \$0.7 million, primarily due to the proceeds from exercise of warrants and options as well as the Top-up Rights of \$1.6 million (2018 – nil), which were partially offset by withholding taxes paid on share appreciation rights of \$0.6 million. In Q2 2018, cash provided by financing activities was \$94.3 million, primarily due to \$93.7 million in net proceeds from the April 2018 Bought Deal.

YTD 2019 Cash Flows

Operating Activities. During YTD 2019, \$76.0 million of cash was used by operating activities as compared to \$20.6 million in YTD 2018, representing an increase of \$55.4 million in cash used in operating activities. This change is primarily driven by a \$41.5 million increase in net income adjusted for non-cash items and a \$13.9 million increase in the net change in non-cash working capital.

Investing Activities. During YTD 2019, the Company used \$787.2 million (2018 – \$38.3 million) of cash in investing activities, primarily due to purchases of short term investments of \$744.9 million (2018 – nil). In addition, advances to joint ventures and loan receivable of \$37.6 million (2018 – \$1.3 million), \$27.9 million (2018 – \$37.7 million) in capital expenditures related primarily to Cronos Israel and Building 4, which were partially offset by proceeds from the sale of other investments of \$26.1 million (2018 - \$1.0 million), also contributed to the cash used in investing activities.

Financing Activities. During YTD 2019, cash provided by financing activities was \$2,409.9 million, primarily due to the \$2,434.8 million in proceeds from the strategic investment from Altria and partially offset by the repayment of the \$21.3 million construction loan payable. During YTD 2018, cash provided by financing activities was \$139.3 million, primarily due to \$42.9 million in net proceeds from the January 2018 Bought Deal (as defined herein) and \$93.7 million in net proceeds from the April 2018 Bought Deal.

In January 2018, the Company closed a bought deal pursuant to which the Company issued a total of 5,257,143 common shares at a price of \$8.75 per common share for aggregate proceeds of approximately \$46.0 million (before taking into account any commissions, fees, or expenses) (the “**January 2018 Bought Deal**”).

Capital Resources

Debt

In August 2017, the Company entered into a senior secured loan, to be funded by way of multiple advances, for up to \$40.0 million in committed capital (the “**Romspen Construction Loan**”) with Romspen Investment Corporation. In January 2019, the Romspen Construction Loan was fully repaid. See note 12 “*Construction loan payable*” to the Interim Financial Statements for additional information.

In January 2019, the Company entered into a credit agreement with Canadian Imperial Bank of Commerce, as administrative agent and lender, and the Bank of Montreal, as lender, in respect of a \$65.0 million secured non-revolving term loan credit facility (the “**Credit Facility**”). In connection with closing the Credit Facility, the Company used funds available under the Credit Facility to fully repay the Romspen Construction Loan. In March 2019, the Credit Facility was repaid in full by the Company with a portion of the proceeds from the Altria Investment.

Contractual Obligations

As of June 30, 2019, the Company had the following contractual obligations:

(\$ in 000s)

| | Payments Due by Period | | | | |
|----------------------------------|------------------------|---------------------|-----------|-----------|---------------|
| | Total | Less Than 1 Year | 1-3 Years | 4-5 Years | After 5 Years |
| Lease Obligations Recognized | \$ 5,445 | \$ 797 | \$ — | \$ 2,977 | \$ 1,671 |
| Lease Obligations Not Recognized | 8,565 | 171 | — | 1,335 | 7,059 |
| Purchase Obligations | 54,355 | 30,875 | 23,480 | — | — |
| Derivative Liabilities | 1,399,594 | 1,399,594 | — | — | — |
| Other Long-Term Liabilities | 2,249 | — | — | 2,249 | — |
| Total Contractual Obligations | 1,470,208 | 1,431,437 | 23,480 | 6,561 | 8,730 |

Lease obligations recognized relate to the Company’s headquarters and equipment leases. Lease obligations not recognized relate to the Company’s future lease commitments for its headquarters and leases with a maturity of less than one year. Purchase obligations relate to R&D commitments associated with the Ginkgo Strategic Partnership, the Technion research agreement and the MediPharm Supply Agreement. Derivative Liabilities represent obligations related to the Altria Strategic Investment. See note 13 “*Derivative liabilities*” to the Interim Financial Statements for more information related to Derivative Liabilities. Other long-term liabilities represent obligations to non-controlling interests.

Equity

During Q1 2019, in connection with the closing of the Altria Investment, the Company issued 149,831,154 common shares to Altria at a price of \$16.25 per common share and the Altria Warrant for aggregate gross proceeds of approximately \$2.4 billion (before taking into account any commissions, fees or expenses).

Use of Proceeds

In April 2018, the Company closed a bought deal offering pursuant to which the Company issued a total of 10,420,000 common shares at a price of \$9.60 per common share for aggregate proceeds of approximately \$100.0 million (before taking into account any commissions, fees or expenses) (the “**April 2018 Bought Deal**”). Below is a reconciliation of the manner in which the net proceeds

from the April 2018 Bought Deal were used by the Company compared to the disclosure in the Company's final short form prospectus dated March 29, 2018 (the "March 2018 Final Prospectus").

Disclosure in the March 2018 Final Prospectus

\$10,000,000 for its proportionate share of capital expenditures relating to construction and operating expenses of Cronos Australia in connection with Phase I of Cronos Australia.

Use of Proceeds

The Company has applied \$1.8 million of the net proceeds of the April 2018 Bought Deal for construction and operating expenses of Cronos Australia.

The Company has applied the full remaining \$8.2 million for general construction costs and general working capital purpose of the Company. Originally, the remaining \$8.2 million of the net proceeds was expected to be used for construction and operating expenses of Cronos Australia.

\$5,000,000 to purchase equipment for use in Cronos Israel's greenhouse and manufacturing facility for Phase I of Cronos Israel.

The Company applied the full \$5.0 million of the net proceeds of the April 2018 Bought Deal to the construction of Cronos Israel's greenhouse and manufacturing facility.

The remaining net proceeds for general working capital purposes, including working capital for the Company's international operations, and as capital on hand for potential new investment opportunities.

The Company applied the full remaining \$79.3 million of the net proceeds of the April 2018 Bought Deal (which takes into account the Company's expenses in relation to the April 2018 Bought Deal) to general construction costs and equipment for Building 4, the modular lab, and the Peace Naturals Greenhouse and general working capital purposes.

The Company applied \$5.5 million to the previously disclosed \$8.0 million in related construction and equipment expenditures associated with the greenhouse and manufacturing facility for Phase I of Cronos Israel. The total amount attributable to Phase I of the Cronos Israel greenhouse and manufacturing facility is \$15.0 million, consisting of \$8.0 million identified above along with \$5.0 million from the April 2018 Bought Deal and \$2.0 million from the January 2018 Bought Deal. The remaining \$2.5 million of the net proceeds has instead been applied fully to general construction costs and equipment and is included in the \$79.3 million disclosed above.

In addition, \$24.0 million of the net proceeds was previously expected to be used for R&D milestone payments associated with the Ginkgo Strategic Partnership. However, the Company instead applied \$18.8 million of these net proceeds to general construction costs and equipment for Building 4, which is included in the \$79.3 million identified above.

Financial Condition

The Company's primary need for liquidity is to fund operations and capital expenditures. Cronos Group's ability to fund operations and capital expenditures depends on, among other things, future operating performance and cash flows that are subject to general economic conditions and financial and other factors, including factors beyond the Company's control.

Historically, the Company has primarily funded its operations through debt and equity financings. The Company believes that cash on hand will be sufficient to satisfy its operational needs through at least the next 12 months.

SHARE INFORMATION

The issued and outstanding common shares, along with shares potentially issuable, are as follows as of the date indicated below.

| <i>(Actual shares)</i> | As at August 7, 2019 |
|--|---------------------------------|
| Issued and Outstanding Shares | |
| Common Shares | 336,151,502 |
| Total Issued and Outstanding Shares | 336,151,502 |
| Potentially Issuable Shares | |
| Stock Options | 13,979,012 |
| Warrants | 18,066,662 |
| Altria Warrants | 74,700,333 |
| Exercisable Top-up Rights | 2,514,459 |
| Total Potentially Issuable Shares | 109,260,466 |
| Total Outstanding and Potentially Issuable Shares | 445,411,968 |

LEGAL PROCEEDINGS

As of the date of this MD&A, we are subject to three ongoing claims for damages. See note 19 “*Commitments and contingencies*” to the Interim Financial Statements for further discussions on our legal proceedings. We believe that all allegations in each proceeding are without merit and plan to vigorously defend ourselves; accordingly, no provision for loss has been recognized.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS

As of the date of this MD&A, we have the following financial instruments: cash and cash equivalents, interest receivable, accounts receivable, advances to joint ventures, other investments, accounts payable and other liabilities, holdbacks payable, derivative liabilities and due to non-controlling interests. These financial instruments were not used in any hedging activities. See note 22 “*Financial instruments*” to the Interim Financial Statements for the assessment of related risks.

TRANSACTIONS BETWEEN RELATED PARTIES

The Company has engaged in transactions with related parties as follows:

| <i>(\$ in 000s)</i> | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--|-------------|--------------------------------------|--------------|
| | 2019 | 2018 | 2019 | 2018 |
| Key Management Compensation⁽¹⁾ | | | | |
| Short-Term Employee Benefits, Including Salaries and Fees | \$ 296 | \$ 168 | \$ 496 | \$ 335 |
| Share-Based Payments | 987 | 356 | 1,213 | 695 |
| Total Key Management Compensation | 1,283 | 524 | 1,709 | 1,030 |

(1) Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive directors.

During Q2 2019 and YTD 2019, 1,180,160 options (2018 - 150,000 options) were issued to key management. As at June 30, 2019 and December 31, 2018, there were no balances payable to members of key management. During Q2 2019, no options (2018 – 400,000 options) were issued to directors of the Company, excluding a director who was also a member of key management, and share-based payments of \$0.4 million (2018 – \$0.2 million) were recognized. During YTD 2019, no options (2018 – 550,000 options) were issued to directors of the Company, excluding a director who was also a member of key management, and share-based payment of \$0.6 million (2018 – \$0.5 million) were recognized.

During Q2 2019 and YTD 2019, the Company accrued \$1.4 million (2018 – nil), to Altria Ventures Inc. for consulting services.

During Q2 2019 and YTD 2019, the Company purchased machinery and equipment amounting to \$1.5 million (\$4.3 million ILS) from Altria Israel Ltd.

ADOPTION OF NEW ACCOUNTING PRONOUNCEMENTS

Except as noted below, the IASB has not issued any new standards, amendments to standards, or interpretations that have impacted the Company during Q2 2019. Our adoption of previously issued new standards, amendments to standards, and interpretations are set forth below.

IFRS 16, Leases

IFRS 16 was issued in January 2016 and replaces the previous guidance on leases, predominantly IAS 17, *Leases*. The Company has applied IFRS 16 with an initial application date of January 1, 2019, in accordance with the transitional provisions specified in IFRS 16. As a result, the Company has changed its accounting policy for lease contracts as detailed in note 3 “*Adoption of new accounting pronouncements*” to the Interim Financial Statements. The Company has applied the following two practical expedients. First, the Company applied the simplified transition approach and did not restate comparative information. As a result, the Company recognized the cumulative effect of initially applying IFRS 16 as an adjustment to the accumulated deficit as at January 1, 2019. Second, on transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Company applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17, and IFRS Interpretations Committee (“**IFRIC**”), *Determining whether an arrangement contains a lease*, were not reassessed for whether there is a lease. The Company applied the definition of a lease under IFRS 16 to contracts entered into or changed on or after January 1, 2019.

In accordance with the practical expedients applied, the Company has recognized lease liabilities and right-of-use assets at the date of initial application for leases previously classified as operating leases in accordance with IAS 17. The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases (lease term of 12 months or less) and leases for which the underlying asset is of low value. The Company has elected to measure the right-of-use assets at the carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the Company’s incremental borrowing rate at the date of initial application. For the lease previously classified as a finance lease under IAS 17, the carrying amount of the right-of-use asset and the lease liability at the date of initial application is equal to the carrying amount of the leased asset and lease liability immediately before the date of initial application.

IFRIC 23, Uncertainty over Income Tax Treatments

IFRIC 23 clarifies the application of recognition and measurement requirements in IAS 12, *Income taxes*, when there is uncertainty over income tax treatments. It specifically addresses whether an entity considers each tax treatment independently or collectively, the assumptions an entity makes about the examination of tax treatments by taxation authorities, how an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and how an entity considers changes in facts and circumstances. IFRIC 23 became effective for fiscal years beginning on or after January 1, 2019, with earlier application permitted. The Company has adopted this interpretation as of its effective date and has assessed no significant impact as a result of the adoption of this interpretation.

DISCLOSURE CONTROLS AND INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with National Instrument 52-109 – Certification of Disclosure in Issuers’ Annual and Interim Filings, and as required by the applicable rules of the U.S. Securities and Exchange Commission (the “**SEC**”), management is responsible for establishing and maintaining disclosure controls and procedures (“**DC&P**”), as defined in Rules 13a-15(e) and 15d-15(e) under the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and internal control over financial reporting (“**ICFR**”), as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Management has designed DC&P and ICFR based on the 2013 Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company’s disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Company is made known to senior management, including the Chief Executive Officer (“**CEO**”) and the Chief Financial Officer (“**CFO**”) and information required to be disclosed by the Company is recorded, processed, summarized and reported within the time periods specified in securities legislation. ICFR is designed, under the supervision of the CEO and CFO, to provide reasonable assurance regarding the reliability of the Company’s financial reporting and the preparation of its financial statements in accordance with IFRS.

As at June 30, 2019, management concluded that the DC&P and ICFR were adequate and provide such reasonable assurances.

Changes in Internal Control Over Financial Reporting

Management has consistently embraced the importance of a robust ICFR program. In the ordinary course of business, we review our ICFR system and make changes to our applications and processes to improve such controls and increase efficiency, while ensuring that we maintain an adequate internal control environment. During Q2 2019, there were no changes in our ICFR that have materially affected, or are reasonably likely to materially affect, our ability to certify the design of our ICFR.

Limitations of Controls and Procedures

Because of its inherent limitations, any DC&P and ICFR system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system is meeting the Company's objectives in providing reliable financial reporting information in accordance with IFRS. These inherent limitations include, but are not limited to, human error and circumvention of controls and as such, there can be no assurance that the controls will prevent or detect all misstatements due to error or fraud, if any. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

RISKS AND UNCERTAINTIES

We are subject to various risks that could have a material impact on us, our financial performance, condition and outlook. The risks and uncertainties described below are those we currently believe to be material, but they are not the only ones we face. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, actually occur or become material risks, our business, prospects, financial condition, results of operations and cash flows and consequently the price of our securities could be materially and adversely affected. These risks include, but are not limited to, the following risks:

- We are reliant on our licenses, authorizations, approvals and permits for our ability to grow, store and sell cannabis and other products derived therefrom and such licenses are subject to ongoing compliance, reporting and renewal requirements, including significant regulation under the Cannabis Act as well as various provincial, territorial and municipal legislation.
- Our ability to continue to grow, process, store and sell medical cannabis and participate in the Canadian medical and adult-use cannabis markets is dependent on the maintenance and validity of our licenses from Health Canada, and in particular the Peace Naturals Production License, the Peace Naturals Drug License and the OGBC Production License.
- We operate in a highly regulated sector and may not always succeed in complying fully with applicable regulatory requirements in all jurisdictions where we carry on business.
- License holders, including our License Holders, are constrained by law in their ability to produce and market products.
- The laws, regulations and guidelines generally applicable to the cannabis industry are changing and may change in ways currently unforeseen by us.
- Changes in the regulations governing cannabis outside of Canada may adversely impact our business.
- There can be no assurance that the legislation governing adult-use cannabis in Canada will allow for growth.
- The effect of the legalization of adult-use cannabis in Canada on the medical cannabis industry is still uncertain, and it may have a significant negative effect upon our medical cannabis business if our existing or future medical-use customers decide to purchase products available in the adult-use market instead of purchasing medical-use products from us.
- We may be unsuccessful in competing in the legal adult-use cannabis market in Canada.
- Future clinical research studies on the effects of medical cannabis may lead to conclusions that dispute or conflict with our understanding and belief regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis.
- Our expansion into jurisdictions outside of Canada is subject to risks.
- Investments and joint ventures outside of Canada are subject to the risks normally associated with any conduct of business in foreign countries, including varying degrees of political, legal and economic risk.
- If we choose to engage in other R&D activities outside of Canada, controlled substance and other legislation and treaties may restrict or limit our ability to research, manufacture and develop a commercial market for our products.
- Our use of joint ventures may expose us to risks associated with jointly owned investments.
- There can be no assurance that our current and future strategic alliances or expansions of scope of existing relationships will have a beneficial impact on our business, financial condition and results of operations.
- We and certain of our subsidiaries have limited operating history and therefore we are subject to many of the risks common to early-stage enterprises.
- Our existing production facilities in Canada are integral to our operations and any adverse changes or developments affecting our facilities may impact our business, financial condition and results of operations.
- We may not successfully execute our production capacity expansion strategy.
- The cannabis industry and markets are relatively new in Canada and in other jurisdictions, and this industry and market may not continue to exist or grow as anticipated or we may ultimately be unable to succeed in this industry and market.
- The Canadian excise duty framework may affect profitability.
- We are dependent on our senior management.
- We may be subject to product liability claims.
- Our products may be subject to recalls.

- We may be unable to attract or retain skilled labor and personnel with experience in the cannabis sector, and may be unable to attract, develop and retain additional employees required for our operations and future developments.
- We, or the cannabis industry more generally, may receive unfavorable publicity or become subject to negative consumer perception.
- We may not be able to successfully develop new products or find a market for their sale.
- The technologies, process and formulations we use may face competition or become obsolete.
- Clinical trials of cannabis-based medical products and treatments are novel terrain with very limited or non-existent clinical trials history; we face a significant risk that any trials will not result in commercially viable products and treatments.
- We may fail to retain existing customers or acquire new customers.
- We may not be able to achieve or maintain profitability and may continue to incur losses in the future.
- We may not be able to secure adequate or reliable sources of funding required to operate our business.
- The adult-use cannabis market in Canada may become oversupplied following the recent implementation of the Cannabis Act and the related legalization of cannabis for adult-use.
- We must rely largely on our own market research to forecast sales and market demand which may not materialize.
- We may experience breaches of security at our facilities or fraudulent or unpermitted data access or other cyber-security breaches, which may cause our customers to lose confidence in our security and data protection measures and may expose us to risks related to breaches of applicable privacy laws.
- If we are not able to comply with all safety, health and environmental regulations applicable to our operations and industry, we may be held liable for any breaches thereof.
- We may become involved in regulatory or agency proceedings, investigations and audits.
- We may be subject to, or prosecute, litigation in the ordinary course of business.
- We may not be able to successfully manage our growth.
- We may compete for market share with other companies, both domestically and internationally, that may have longer operating histories and more financial resources, manufacturing and marketing experience than us.
- We rely on third-party distributors to distribute our products, and those distributors may not perform their obligations.
- We may not supply the provinces and territories of Canada with our products in the quantities anticipated, or at all.
- Third parties with whom we do business may perceive themselves as being exposed to reputational risk as a result of their relationship with us and may, as a result, refuse to do business with us.
- U.S. border officials could deny entry into the U.S. to our management, employees and/or investors.
- Our cannabis cultivation operations are subject to risks inherent in an agricultural business.
- Our cannabis cultivation operations are vulnerable to rising energy costs and dependent upon key inputs.
- We are vulnerable to third party transportation risks.
- We are subject to liability arising from any fraudulent or illegal activity by our employees, contractors and consultants.
- We will seek to maintain adequate insurance coverage in respect of the risks we face, however, insurance premiums for such insurance may not continue to be commercially justifiable and there may be coverage limitations and other exclusions which may not be sufficient to cover our potential liabilities.
- We are subject to certain restrictions of the TSX which may constrain our ability to expand our business internationally.
- Failure to establish and maintain effective internal control over financial reporting may result in us not being able to accurately report our financial results, which could result in a loss of investor confidence and adversely affect the market price of our common shares.
- We are subject to risks related to the protection and enforcement of our intellectual property rights and may become subject to allegations that we are in violation of intellectual property rights of third parties.
- We license some intellectual property rights, and the failure of the owner of such intellectual property to properly maintain or enforce the intellectual property underlying such licenses could have a material adverse effect on our business, financial condition and performance.
- Conflicts of interest may arise between us and our directors and officers, including as a result of the continuing involvement of certain of our directors with Altria and its affiliates.
- Tax and accounting requirements may change in ways that are unforeseen to us and we may face difficulty or be unable to implement and/or comply with any such changes.
- Our financial performance is subject to risks of foreign exchange rate fluctuation which could result in foreign exchange losses.
- The inability of our counterparties and customers to meet their financial obligations to us may result in financial losses.

- Natural disasters, unusual weather, pandemic outbreaks, boycotts and geo-political events or acts of terrorism could adversely affect our operations and financial results.
- Altria has significant influence over us following the closing of the Altria Investment.
- We have discretion in the use of net proceeds from the Altria Investment and may not use them effectively.
- We may not realize the benefits of our strategic partnership with Altria, which could have an adverse effect on our business and results of operations.
- Any common shares issued pursuant to the exercise of the Altria Warrant will dilute shareholders.
- Altria’s significant interest in the Company may impact the liquidity of the common shares.
- The change of control provisions in certain of our existing or future contractual arrangements may be triggered upon the exercise of the Altria Warrant in part or in full.
- Future sales of our common shares by Altria could cause the market price for our common shares to fall.
- The market price for our securities may be volatile and subject to fluctuation in response to numerous factors, many of which are beyond our control.
- We are eligible to be treated as an “emerging growth company”, as defined in the Jumpstart Our Business Startups (JOBS) Act, and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our securities less attractive to investors.
- We incur increased costs as a result of being a public company in the U.S., and our management is required to devote substantial time to U.S. public company compliance programs.
- As a foreign private issuer, we are subject to different U.S. securities laws and rules than a domestic U.S. issuer, which may limit the information publicly available to our shareholders.
- We may lose foreign private issuer status in the future, which could result in significant additional costs and expenses to us.
- We may require additional capital in the future and we cannot give any assurance that such capital will be available at all or available on terms acceptable to us and, if it is available, additional capital raised by us may dilute holders of our securities.
- A substantial number of our securities are owned by a limited number of existing shareholders.
- It is not anticipated that any dividend will be paid to holders of common shares for the foreseeable future.
- Investors in the U.S. may have difficulty bringing actions and enforcing judgments against us and others based on securities law civil liability provisions.
- If we are a passive foreign investment company for U.S. federal income tax purposes in any year, certain adverse tax rules could apply to U.S. holders of our common shares.
- If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research about our business, our share price and trading volume could decline.

A more detailed description of certain risks associated with the Company can be found under the heading “Risk Factors” in the AIF.

Additional Risks Relating to the Redwood Acquisition and the Company’s U.S. Hemp Operations

The closing of the Redwood Acquisition is subject to customary closing conditions and regulatory approvals. As such, there is no assurance the Redwood Acquisition will be completed or, if completed, will be on terms that are exactly the same as currently anticipated. In addition, while the Company believes that the Redwood Acquisition will provide certain benefits to the Company and its shareholders, there is a risk that some or all of the expected benefits of the Redwood Acquisition may fail to materialize or may not occur within the time periods anticipated by the Company.

If consummated, following the closing of the Redwood Acquisition, the Company will face certain challenges with respect to the development, manufacturing, marketing, distribution and sale of hemp-derived cosmetic products and other hemp-derived consumer products in the U.S. consistent with applicable law, because of a number of factors, including, but not limited to, the fact that hemp is derived from the cannabis plant, the rapidly-evolving patchwork of federal, state and local laws governing hemp and hemp-derived CBD and the scope of such laws, including the FDA’s position that CBD is prohibited from use as an ingredient in food or dietary supplements.

If consummated, following closing of the Redwood Acquisition, continuing the Redwood business in the U.S. and engaging in other hemp-related business activities, if any, in the U.S., a country in which the Company currently has no operations, subjects the Company to risks that the Company does not face to the same degree as it currently does in Canada and the other jurisdictions where the Company currently has operations, including, among others: potential adverse tax consequences; reduced or varied protection for intellectual property rights; differing levels of social acceptance of CBD and hemp products and offerings in the U.S.; and legal uncertainty regarding the development, manufacturing, marketing, distribution and sale of hemp-derived products in the U.S. and potential liability for the actions of consumers and third parties, including uncertainty resulting from a lack of clear guidance at the federal, state and local levels and a lack of clear legal precedent with respect to such matters.

Legislative and regulatory uncertainties, along with difficulties concerning potential enforcement activities by U.S. federal, state and local governments (or discretion exercised thereby), will represent significant risks concerning the Company's U.S. hemp-related business activities. These risks also include, but are not limited to: positions asserted by the FDA concerning products containing derivatives from hemp; uncertainty surrounding the characterization of cannabinoids as a dietary ingredient by the FDA; the risk of changes in the regulatory framework and in the interpretation of applicable laws and regulations at a federal, state and local level; changes in current public support for favorable legislative action at the state and federal levels; and enforcement activities by federal, state and/or local law enforcement and regulatory authorities under the auspice of individual state law and local law, regardless of any potential conflict thereby with federal law.

If consummated, following the closing of the Redwood Acquisition, if the Company's hemp-related business activities in the United States, including the continuation of the Redwood business, are found to be in violation of any of U.S. federal, state or local laws or any other governmental regulations, the Company may be subject to warning letters, fines, penalties, administrative sanctions, settlements, injunctions, product recalls and/or other enforcement actions arising from civil proceedings initiated that could adversely affect the Company's business and financial results. In the event the Company's U.S. hemp-related operations are found to be in violation of U.S. federal, state or local laws or any other governmental regulations, the profits or revenues derived therefrom could be subject to money laundering statutes, including the Money Laundering Control Act, which could result in significant disruption to our U.S. hemp-related business operations and involve significant costs, expenses or other penalties. Compliance with applicable legal and regulatory requirements may adversely impact the business, results of operations and financial position of the Company. The Company's suppliers, service providers and distributors may elect, at any time, to breach or otherwise cease to participate in supply, service or distribution agreements, or other relationships, on which the Company's operations rely.

Upcoming Change in Issuer's GAAP

Effective December 31, 2019, the Company will become a domestic issuer under the rules of the U.S. Securities and Exchange Commission, and will no longer qualify as a "foreign private issuer" under those rules. As a result, we will have to prepare our December 31, 2019 audited annual financial statements in accordance with US GAAP, with such change being applied retrospectively. The extent of the impact of this change in accounting framework has not yet been determined. We will report our third quarterly results for 2019 under IFRS as issued by the International Accounting Standards Board and intend to provide further guidance over the year on the impacts of converting to US GAAP.

ADDITIONAL INFORMATION

Our Canadian filings, including the AIF, are available on the System for Electronic Document Analysis and Retrieval at www.sedar.com. Our reports and other information filed with the SEC are available on the SEC's Electronic Document Gathering and Retrieval System at www.sec.gov.

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Michael Gorenstein, Chief Executive Officer and President of Cronos Group Inc., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Cronos Group Inc. (the “issuer”) for the interim period ended June 30, 2019.

2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. **Responsibility:** The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.

5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the end of the period covered by the interim filings

- (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
 - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
 - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.

5.1 **Control framework:** The control framework the issuer’s other certifying officer(s) and I used to design the issuer’s ICFR is *Internal Control – Integrated Framework (2013)* (“COSO Framework”) published by the Committee of Sponsoring Organizations of the Treadway Commission.

5.2 **ICFR – material weakness relating to design:** N/A.

5.3 **Limitation on scope of design:** N/A.

6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer’s ICFR that occurred during the period beginning on April 1, 2019 and ended on June 30, 2019 that has materially affected, or is reasonably likely to materially affect, the issuer’s ICFR.

Date: August 8, 2019.

_____/s/ “**Michael Gorenstein**”
 Michael Gorenstein
 Chief Executive Officer and President

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Jerry F. Barbato, Chief Financial Officer of Cronos Group Inc., certify the following:

1. **Review:** I have reviewed the interim financial report and interim MD&A (together, the “interim filings”) of Cronos Group Inc. (the “issuer”) for the interim period ended June 30, 2019.

2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. **Responsibility:** The issuer’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*, for the issuer.

5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer’s other certifying officer(s) and I have, as at the end of the period covered by the interim filings

- (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
 - (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
 - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.

5.1 **Control framework:** The control framework the issuer’s other certifying officer(s) and I used to design the issuer’s ICFR is *Internal Control – Integrated Framework (2013)* (“COSO Framework”) published by the Committee of Sponsoring Organizations of the Treadway Commission.

5.2 **ICFR – material weakness relating to design:** N/A.

5.3 **Limitation on scope of design:** N/A.

6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer’s ICFR that occurred during the period beginning on April 1, 2019 and ended on June 30, 2019 that has materially affected, or is reasonably likely to materially affect, the issuer’s ICFR.

Date: August 8, 2019.

/s/ “Jerry F. Barbato”

Jerry F. Barbato
Chief Financial Officer