

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 25, 2021**

CRONOS GROUP INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or other jurisdiction
of incorporation)

111 Peter Street, Suite 300

Toronto , Ontario

(Address of principal executive offices)

001-38403

(Commission
File Number)

N/A

(I.R.S. Employer
Identification No.)

M5V 2H1

(Zip Code)

Registrant's telephone number, including area code: **(416) 504-0004**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	CRON	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Cronos Group Inc. (the “Company”) held its 2021 Annual Meeting of Shareholders on June 25, 2021 (the “Meeting”). The proposals voted upon at the Meeting and the final results of the shareholder vote on each proposal are set forth below. Each of the proposals is summarized in greater detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 27, 2021.

(1) Election of directors.

NAME OF DIRECTOR:	FOR:	WITHHELD:	BROKER NON-VOTES:
Jason Adler	213,738,627	6,089,643	60,195,533
Kendrick Ashton, Jr.	218,960,256	868,014	60,195,533
Jody Begley	207,466,084	12,362,186	60,195,533
Murray Garnick	216,385,072	3,443,199	60,195,532
Michael Gorenstein	210,947,245	8,881,025	60,195,533
Heather Newman	207,529,001	12,299,269	60,195,533
James Rudyk	213,776,435	6,051,836	60,195,532

(2) Adoption of an advisory (non-binding) resolution approving the compensation of the Company’s named executive officers.

FOR:	AGAINST:	ABSTAINED:	BROKER NON-VOTES:
205,851,806	4,215,540	9,758,702	60,197,755

(3) Appointment of KPMG LLP to serve as the Company’s independent registered public accounting firm for fiscal year ending December 31, 2021 and authorization of the Board of Directors of the Company to fix KPMG LLP’s remuneration.

FOR:	WITHHELD:	BROKER NON-VOTES:
278,478,187	1,545,614	2

A copy of the press release dated June 25, 2021 regarding the results of the Meeting is filed as Exhibit 99.1 to and is incorporated by reference in this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Cronos Group Inc., dated June 25, 2021.
104	Cover Page Interactive Data File – The cover page from Cronos Group Inc.’s Current Report on Form 8-K filed on June 25, 2021 is formatted in Inline XBRL.

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 hereunto duly authorized.

CRONOS GROUP INC.

Dated: June 25, 2021

By: /s/ Kurt Schmidt
Name: Kurt Schmidt
Title: President and Chief Executive Officer

Cronos Group Inc. Announces Results of 2021 Annual Meeting of Shareholders

TORONTO, June 25, 2021 - Cronos Group Inc. (NASDAQ: CRON) (TSX: CRON) (“Cronos Group” or the “Company”) announces that at its Annual Meeting of Shareholders held earlier today (the “Meeting”) there were 430 shareholders voting in person or by proxy holding in total 280,023,803 common shares of the Company, representing 75.35% of the total number of common shares of the Company outstanding.

Each of the directors listed as a nominee in the Company’s proxy statement dated April 27, 2021 (the “Proxy Statement”) was elected as a director of the Company, with each director receiving in excess of 94.38% of the votes cast in favor of his or her election. The detailed results of the vote for the election of directors are as follows:

Name of Director	Number of Shares Voted For	Percentage of Shares Voted For	Number of Shares Withheld from Voting	Percentage of Shares Withheld from Voting
Jason Adler	213,738,627	97.23%	6,089,643	2.77%
Kendrick Ashton, Jr.	218,960,256	99.61%	868,014	0.39%
Jody Begley	207,466,084	94.38%	12,362,186	5.62%
Murray Garnick	216,385,072	98.43%	3,443,199	1.57%
Michael Gorenstein	210,947,245	95.96%	8,881,025	4.04%
Heather Newman	207,529,001	94.41%	12,299,269	5.59%
James Rudyk	213,776,435	97.25%	6,051,836	2.75%

Shareholders also approved an advisory (non-binding) resolution on the compensation of the Company’s named executive officers, with 93.64% of votes cast in favor of such resolution, and approved the re-appointment of KPMG LLP as the Company’s independent auditors.

For complete results on all matters voted on at the Meeting, please see the Report of Voting Results filed on the Company’s SEDAR profile at www.sedar.com and the Company’s Form 8-K filed on EDGAR at www.sec.gov/edgar.

About Cronos Group

Cronos Group is an innovative global cannabinoid company with international production and distribution across five continents. 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 portfolio includes PEACE NATURALS™, a global wellness platform, two adult-use brands, COVE™ and Spinach™, and three hemp-derived CBD brands, Lord Jones™, Happy Dance™ and PEACE+™. For more information about Cronos Group and its brands, please visit: www.thecronosgroup.com.

Forward-looking Statements

This press release may contain information that may constitute “forward-looking information” or “forward-looking statements” within the meaning of applicable Canadian and U.S. securities laws (collectively, “Forward-looking Statements”). 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 “may”, “will”, “expect”, “plan”, “anticipate”, “intend”, “potential”, “estimate”, “believe” or the negative of these terms, or other similar expressions intended to identify Forward-looking Statements. Some of the Forward-looking Statements contained in this press release include the Company’s intention to build an international iconic brand portfolio and develop disruptive intellectual property. Forward-looking Statements are not guarantees of future performance and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive risks, financial results and results, performance or achievements expressed or implied by those Forward-looking Statements. A discussion of some of the material risks applicable to the Company can be found in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 and the Company’s Quarterly Report on Form 10-Q for the period ended March 31, 2021, both of which have been filed on SEDAR and EDGAR and can be accessed at www.sedar.com and www.sec.gov/edgar, respectively. Any Forward-looking Statement included in this press release is made as of the date of this press release and, except as required by law, Cronos Group disclaims any obligation to update or revise any Forward-looking Statement. Readers are cautioned not to put undue reliance on any Forward-looking Statement.

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