SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person* EVANS BRONWEN CHRISTINE			2. Date of Even Requiring State (Month/Day/Yea 12/31/2019	ment	3. Issuer Name and Ticker or Trading Symbol <u>Cronos Group Inc.</u> [CRON]						
(Last) (First) (Middle) 720 KING STREET WEST, SUITE 320		(Middle)			4. Relationship of Reporting Perso (Check all applicable) X Director		on(s) to Issuer 10% Owner	(1	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street)						Officer (give title below)	Other (spec below)		Individual or Joint/Group Filing (Check plicable Line) X Form filed by One Reporting Person		
TORONTO	RONTO A6 M5V 2T3								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Secur	ity (Instr. 4)			Beneficially Owned (Instr. 4) Form: D or Indire		3. Ownershi Form: Direc or Indirect ((Instr. 5)	i(D) (In	Nature of Indirec str. 5)	ure of Indirect Beneficial Ownership 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securiti Underlying Derivative Security					6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Expiration Exercisable Date		Title		Amount or Number of Shares	Derivativ Security			
DEFERRED SHARE UNITS		(1)	(1)	C	COMMON SHARES	8,484.16	(2)	D			

Explanation of Responses:

1. Vested Deferred Share Units are mandatorily redeemable by Cronos Group Inc. (the "Company") on the first trading day after Ms. Evans ceases to be a director of the Company.

2. Upon redemption, Deferred Share Units entitle Ms. Evans to receive a lump sum cash payment in an amount equal to the fair market value of Company common shares on the date of redemption. **Remarks:**

Remains.

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

/s/ Xiu Ming Shum as Attorney-in-Fact for Bronwen 12/31/2019

C. Evans

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

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

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

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

Authorization and Designation to Sign and File Section 16 Reporting Forms

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

IN WITNESS WHEREOF, the undersigned has executed this Authorization and Designation this 17 day of Dec, 2019.

/s/ Bronwen Christine Evans Bronwen Christine Evans