

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>GORENSTEIN MICHAEL RYAN</u> (Last) (First) (Middle) <u>111 PETER STREET, SUITE 300</u> (Street) <u>TORONTO A6 MSV 2G9</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cronos Group Inc. [CRON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON SHARES	09/15/2020		M		645,555	A	\$0.2353 ⁽¹⁾	1,935,005	D	
COMMON SHARES	09/15/2020		F ⁽²⁾		28,108	D	\$5.4 ⁽³⁾	1,906,897	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
WARRANTS	\$0.2353 ⁽¹⁾	09/15/2020		M			645,555	(4)	(4)	COMMON SHARES	645,555	\$0	0	D	

Explanation of Responses:

- The price reported was converted from the Canadian exercise price of C\$0.31 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.7591 as reported by Bloomberg as of September 14, 2020.
- On September 15, 2020, the reporting person exercised warrants to purchase 645,555 common shares of Cronos Group Inc. (the "Company") for C\$0.31 per common share. The reporting person paid the exercise price on a cashless basis, resulting in the Company's withholding of 28,108 common shares to pay the exercise price and issuing to the reporting person the remaining 617,447 common shares.
- The price reported is in U.S. dollars based on the exchange rate of C\$1.00 to US\$0.7591 as reported by Bloomberg as of September 14, 2020.
- 494,912 warrants were issued on October 8, 2015 and were immediately exercisable and expire on October 8, 2020. 150,643 warrants were issued on October 28, 2015 and were immediately exercisable and expire on October 28, 2020.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Eileen Uy, as attorney-in-fact 09/16/2020
for Michael R. Gorenstein

** Signature of Reporting Person Date

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

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

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

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

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

Authorization and Designation
to Sign and File
Section 16 Reporting Forms

The undersigned, an executive officer and director of Cronos Group Inc., a corporation incorporated under the British Columbia Business Corporations Act (the "Company"), does hereby authorize and designate Jerry Barbato, Xiu Ming Shum or Eileen Uy, 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 14th day of September, 2020.

/s/ Michael Ryan Gorenstein
Michael Ryan Gorenstein