

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Schmidt Kurt</u>  (Last) (First) (Middle) <u>111 PETER STREET, SUITE 300</u>  (Street) <u>TORONTO A6 M5V 2H1</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities 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	03/01/2022		M		41,467	A	(1)	41,467	D	
COMMON SHARES	03/01/2022		F		19,741	D	\$3.58	21,726	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
RESTRICTED STOCK UNITS	(1)	03/01/2022		M			41,467	(2)	(2)	COMMON SHARES	41,467	\$0	532,934	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one common share of Cronos Group Inc.
- On March 1, 2021, the reporting person was granted 124,401 RSUs, vesting in three substantially equal annual installments beginning on the first anniversary of the grant date.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Aaron Werner, as attorney-in-fact for Kurt Schmidt 03/04/2022

\*\* 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.

Kurt T. Schmidt – Exhibit 24

**Authorization and Designation  
to Sign and File  
Section 16 Reporting Forms**

The undersigned does hereby authorize and designate each of Aaron Werner and Terry Doucet, each with right to substitute and resubstitute, but for only so long as each of them is an employee of Cronos Group Inc., a corporation incorporated under the *Business Corporations Act* (British Columbia) (the “Company”), to sign and file on his behalf the application for the required Securities and Exchange Commission (the “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, as amended (“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 1 day of February, 2022.

DocuSigned by:  
  
670E309708B9480...  
Kurt T. Schmidt

