

**FORM OF PROXY ("PROXY")**

Annual and Special Meeting  
Thursday, June 25, 2020 at 10:00 a.m. (Toronto time)  
Live Audio Webcast Online at: <https://web.lumiagm.com/287809092>  
Meeting ID: 287-809-092 Password: cronos2020  
(the "Meeting")

**RECORD DATE:** Monday, April 27, 2020  
**CONTROL NUMBER:**  
**SEQUENCE #:**  
**FILING DEADLINE FOR PROXY:** Tuesday, June 23, 2020 at 10:00 a.m. (Toronto time)

**YOU MUST RETAIN YOUR CONTROL NUMBER IN ORDER TO PARTICIPATE IN THE MEETING.**

VOTING METHOD	
<b>INTERNET</b>	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number above
<b>FACSIMILE</b>	416-595-9593
<b>MAIL</b>	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **Michael Gorenstein, Chairman, President and Chief Executive Officer** of the Company, or failing him, **Xiuming Shum, Executive Vice President, Legal and Regulatory Affairs** of the Company (the "Management Nominees"), or instead of any of them, the following Appointee

*Please print appointee name*

as proxyholder on behalf of the undersigned with the power of substitution or re-substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

**- SEE VOTING GUIDELINES ON REVERSE -**

**RESOLUTIONS – BOARD VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES**

1. Election of Directors	FOR	WITHHOLD		
a) Jason Adler	<input type="checkbox"/>	<input type="checkbox"/>		
b) Jody Begley	<input type="checkbox"/>	<input type="checkbox"/>		
c) Bronwen Evans	<input type="checkbox"/>	<input type="checkbox"/>		
d) Murray Garnick	<input type="checkbox"/>	<input type="checkbox"/>		
e) Michael Gorenstein	<input type="checkbox"/>	<input type="checkbox"/>		
f) Heather Newman	<input type="checkbox"/>	<input type="checkbox"/>		
g) James Rudyk	<input type="checkbox"/>	<input type="checkbox"/>		
2. Advisory Vote on the Compensation of the Company's Named Executive Officers	FOR	AGAINST	ABSTAIN	
Adoption of an advisory (non-binding) resolution approving the compensation of the Company's named executive officers as disclosed in the accompanying proxy statement of the Company dated April 28, 2020 (the "Proxy Statement").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Advisory Vote on the Frequency of Future "Say on Pay" Votes	1 YEAR	2 YEARS	3 YEARS	ABSTAIN
Adoption of an advisory (non-binding) resolution on the frequency of future "say on pay" votes as described in the accompanying Proxy Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of 2020 Omnibus Equity Incentive Plan	FOR	AGAINST	ABSTAIN	
Adoption of an ordinary resolution to approve the 2020 Omnibus Equity Incentive Plan of the Company, as described in the accompanying Proxy Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. Approval of the Continuance	FOR	AGAINST	ABSTAIN	
Adoption of a special resolution authorizing the Company to make an application for the continuance of the Company from the laws of the Province of Ontario to the laws of the Province of British Columbia and approving the notice of articles and articles of the continued company, as described in the accompanying Proxy Statement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. Appointment of Auditors	FOR	WITHHOLD		
Appointment of <b>KPMG LLP</b> as Auditors of the Company for the ensuing year and authorizing the board of directors of the Company to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>		

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

*PLEASE PRINT NAME*

*Signature of registered owner(s)*

*Date (MM/DD/YYYY)*

## Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Board Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each security holder has the right to appoint a person other than the Management Nominees specified herein to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space labeled “*Please print appointee name*”, the name of the person to be appointed, who need not be a security holder of the Company.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
7. To be valid, this proxy must be filed using one of the **Voting Methods** and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
8. If the security holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the security holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

## Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit [www.tsxtrust.com/investorinsite](http://www.tsxtrust.com/investorinsite)

Click on, “*Register Online Now*” and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.

## Request for Financial Statements

In accordance with securities regulations, security holders may elect to receive Annual Financial Statements, Interim Financial Statements and MD&As.

**Instead of receiving the financial statements by mail, you may choose to view these documents on SEDAR at [www.sedar.com](http://www.sedar.com).**

**I am currently a security holder of the Company and as such request the following:**

- Annual Financial Statements with MD&A
- Interim Financial Statements with MD&A

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions.

If the cut-off time has passed, please fax this side to 416-595-9593

- Check this box if you wish to receive the selected financial statements electronically and print your email address below

*E-mail (optional)*

By providing my email address, I hereby acknowledge and consent to all provisions outlined in the following: <https://www.tsxtrust.com/consent-to-electronic-delivery?lang=en>

Cronos Group Inc.  
2020