

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>ADLER JASON MARC</u> | 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 Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2021</u> | |
| (Last) (First) (Middle) <u>111 PETER STREET, SUITE 300</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 Form filed by More than One Reporting Person |
| (Street) <u>TORONTO A6 M5V 2H1</u> | | |
| (City) (State) (Zip) | | |

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 | 03/12/2021 | | M | | 83,334 | A | \$0.3962 ⁽¹⁾ | 5,562,426 | D | |
| COMMON SHARES | 03/12/2021 | | F ⁽²⁾ | | 3,179 | D | \$10.3871 ⁽³⁾ | 5,559,247 | D | |
| COMMON SHARES | 03/12/2021 | | M | | 1,200,000 | A | \$0.9745 ⁽⁴⁾ | 6,759,247 | D | |
| COMMON SHARES | 03/12/2021 | | F ⁽⁵⁾ | | 112,586 | D | \$10.3871 ⁽³⁾ | 6,646,661 | D | |
| COMMON SHARES | 03/12/2021 | | M | | 2,737,132 | A | \$0.1941 ⁽⁶⁾ | 9,383,793 | D | |
| COMMON SHARES | 03/12/2021 | | F ⁽⁷⁾ | | 51,152 | D | \$10.3871 ⁽³⁾ | 9,332,641 | D | |
| COMMON SHARES | 03/15/2021 | | S | | 452,810 | D | \$10.6527 ⁽⁸⁾ | 8,879,831 | D | |
| COMMON SHARES | 03/12/2021 | | M | | 1,250,000 | A | \$0.1941 ⁽⁶⁾ | 1,250,000 ⁽⁹⁾ | I | By the Rachel Adler 2020 Gift Trust |
| COMMON SHARES | 03/12/2021 | | F ⁽¹⁰⁾ | | 23,361 | D | \$10.3871 ⁽³⁾ | 1,226,639 | I | By the Rachel Adler 2020 Gift Trust |
| COMMON SHARES | | | | | | | | 503,478 | I ⁽¹¹⁾ | Held by Gotham Green Fund 1, LP |
| COMMON SHARES | | | | | | | | 2,014,228 | I ⁽¹²⁾ | Held by Gotham Green Fund 1(Q), LP |

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 | Amount or Number of Shares | | | | | |
| COMMON SHARE OPTION (right to buy) | \$0.3962 ⁽¹⁾ | 03/12/2021 | | M | | 83,334 | | ⁽¹³⁾ | 08/10/2021 | COMMON SHARES | 83,334 | \$0 | 0 | D | | |
| COMMON SHARE OPTION (right to buy) | \$0.9745 ⁽⁴⁾ | 03/12/2021 | | M | | 1,200,000 | | ⁽¹⁴⁾ | 10/06/2021 | COMMON SHARES | 1,200,000 | \$0 | 0 | D | | |
| WARRANTS | \$0.1941 ⁽⁶⁾ | 03/12/2021 | | M | | 2,737,132 | | | 05/27/2016 | 05/27/2021 | COMMON SHARES | 2,737,132 | \$0 | 0 | D | |
| WARRANTS | \$0.1941 ⁽⁶⁾ | 03/12/2021 | | M | | 1,250,000 | | | 05/27/2016 | 05/27/2021 | COMMON SHARES | 1,250,000 ⁽⁹⁾ | \$0 | 0 | I | By the Rachel Adler 2020 Gift Trust |

Explanation of Responses:

1. The price reported was converted from the Canadian exercise price of C\$0.50 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.7923 as reported by Bloomberg as of March 11, 2021.

2. Cronos Group Inc. (the "Company") withheld 3,179 common shares underlying the options for payment of the exercise price, using the closing price of the Company's common shares on March 11, 2021 of C\$13.11 as reported on the Toronto Stock Exchange.
3. The price reported is in U.S. dollars based on the exchange rate of C\$1.00 to US\$0.7923 as reported by Bloomberg as of March 11, 2021.
4. The price reported was converted from the Canadian exercise price of C\$1.23 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.7923 as reported by Bloomberg as of March 11, 2021.
5. The Company withheld 112,586 common shares underlying the options for payment of the exercise price, using the closing price of the Company's common shares on March 11, 2021 of C\$13.11 as reported on the Toronto Stock Exchange.
6. The price reported was converted from the Canadian exercise price of C\$0.245 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.7923 as reported by Bloomberg as of March 11, 2021.
7. On March 12, 2021, the reporting person exercised warrants to purchase 2,737,132 common shares of the Company for C\$0.245 per common share. The reporting person paid the exercise price on a cashless basis, resulting in the Company's withholding of 51,152 common shares to pay the exercise price and issuing to the reporting person the remaining 2,685,980 common shares.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.40 to 10.90, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (8) to this Form 4.
9. On December 16, 2020, the reporting person transferred the corresponding warrants as a gift to his spouse, who shares the reporting person's household. On the same day of such gift transfer, the reporting person's spouse transferred such warrants as a gift to the Rachel Adler 2020 Gift Trust (the "Trust"), of which the reporting person is a trustee.
10. On March 11, 2021, the Trust exercised warrants to purchase 1,250,000 common shares of the Company for C\$0.245 per common share. The Trust paid the exercise price on a cashless basis, resulting in the Company's withholding of 23,361 common shares to pay the exercise price and issuing to the Trust the remaining 1,226,639 common shares.
11. Gotham Green GP 1, LLC is the general partner of Gotham Green Fund 1, LP. The reporting person, as the Managing Member of Gotham Green GP 1, LLC, may be deemed to be the indirect beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The reporting person disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.
12. Gotham Green GP 1, LLC is the general partner of Gotham Green Fund 1(Q), LP. The reporting person, as the Managing Member of Gotham Green GP 1, LLC, may be deemed to be the indirect beneficial owner of such shares for purposes of Section 16 of the Exchange Act. The reporting person disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.
13. The options were granted August 10, 2016 and vested in monthly installments over a four-year period.
14. The options were granted October 6, 2016 and vested in monthly installments over a four-year period.

Remarks:

/s/ Eileen Uy, as attorney-in-fact 03/16/2021
for Jason M. Adler

** 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.