

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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).

**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

1. Name and Address of Reporting Person* <u>ADLER JASON MARC</u>  (Last) (First) (Middle) 111 PETER STREET, SUITE 300  (Street) TORONTO A6 M5V 2H1  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	05/15/2023		P		13,300	A	\$1.7556 <sup>(1)</sup>	1,063,288	I <sup>(2)</sup>	Held by Gotham Green Fund III (Q), LP
COMMON SHARES	05/15/2023		P		5,700	A	\$1.7556 <sup>(1)</sup>	455,712	I <sup>(3)</sup>	Held by Gotham Green Fund III, LP
COMMON SHARES	05/16/2023		P		53,269	A	\$1.7176 <sup>(4)</sup>	1,116,557	I <sup>(2)</sup>	Held by Gotham Green Fund III (Q), LP
COMMON SHARES	05/16/2023		P		22,831	A	\$1.7176 <sup>(4)</sup>	478,543	I <sup>(3)</sup>	Held by Gotham Green Fund III, 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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$1.745 to \$1.77. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 above.
- Gotham Green GP III, LLC is the general partner of Gotham Green Fund III (Q), LP. Mr. Adler, as the Managing Member of Gotham Green GP III, LLC, may be deemed to be the indirect beneficial owner of such shares for purposes of Section 16 of the Exchange Act. Mr. Adler disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.
- Gotham Green GP III, LLC is the general partner of Gotham Green Fund III, LP. Mr. Adler, as the Managing Member of Gotham Green GP III, LLC, may be deemed to be the indirect beneficial owner of such shares for purposes of Section 16 of the Exchange Act. Mr. Adler disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$1.69 to \$1.74. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 above.

above.

**Remarks:**

/s/ Aaron Werner, as attorney-  
in-fact for Jason M. Adler 05/17/2023

\*\* 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.**