

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Ashton Kendrick Foster JR</u> <hr/> (Last) (First) (Middle) <u>111 PETER STREET, SUITE 300</u> <hr/> (Street) <u>TORONTO A6 M5V 2H1</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Cronos Group Inc. [ CRON ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2022</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)			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)		
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			

**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
<u>DEFERRED SHARE UNITS</u>	<u>(1)</u>	<u>11/08/2022</u>		<u>A</u>		<u>53,763.44</u>		<u>(2)</u>	<u>(2)</u>	<u>COMMON SHARES</u>	<u>53,763.44</u>	<u>\$0</u>	<u>70,067.78</u>	<u>D</u>	

**Explanation of Responses:**

1. Upon redemption, Deferred Share Units entitle Mr. Ashton to receive a lump sum cash payment in an amount equal to the fair market value of Company common shares on the date of redemption.
2. Vested Deferred Share Units are mandatorily redeemable by Cronos Group Inc. (the "Company") on the first trading day after Mr. Ashton ceases to be a director of the Company.

**Remarks:**

/s/ Andrew Davisson, as attorney-in-fact 11/10/2022

\*\* 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.

Authorization and Designation  
to Sign and File  
Section 16 Reporting Forms

The undersigned, a director of Cronos Group Inc., a corporation incorporated under the Business Corporations Act (British Columbia) (the "Company"),  
IN WITNESS WHEREOF, the undersigned has executed this Authorization and Designation this 9th day of November, 2022.

/s/ Kendrick Ashton, Jr.