

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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>JACOBSON JEFFREY DAVID</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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X See Remarks		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/24/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
111 PETER STREET, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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	10/24/2022 ⁽¹⁾		A		31,841 ⁽²⁾	A	\$0	193,810	D	
COMMON SHARES	10/24/2022 ⁽¹⁾		F		16,043	D	\$3.99 ⁽³⁾	177,767	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	(4)	10/24/2022 ⁽¹⁾		A		12,411		(5)	(5)	COMMON SHARES	12,411	\$0	107,711	D	
RESTRICTED STOCK UNITS	(4)	10/24/2022 ⁽¹⁾		A		14,035		(6)	(6)	COMMON SHARES	14,035	\$0	121,746	D	

Explanation of Responses:

- The date of the release of previously withheld grants of restricted stock units ("RSUs") that would have otherwise been granted to the reporting person on each of May 11, 2020 and March 1, 2021.
- The shares represent the shares that Mr. Jacobson would have received had certain awards of RSUs not been withheld and the RSUs had vested according to the corresponding vesting schedules for similarly-situated RSU awards in 2020 and 2021.
- Price is in Canadian dollars.
- Each RSU represents a contingent right to receive one common share of Cronos Group Inc.
- The RSUs vest on May 11, 2023.
- The RSUs vest in two substantially equal installments on each of March 1, 2023 and March 1, 2024

Remarks:

SVP, Head of Growth (North America)

/s/ Aaron Werner, as attorney-in-fact for Jeffrey D. Jacobson 10/26/2022

** 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.