

CRONOS GROUP INC.

MAJORITY VOTING POLICY

Effective Date: May 23, 2018

The Board of Directors (the “**Board**”) of Cronos Group Inc. (the “**Corporation**”) has adopted this statement of policy providing for majority voting in any “uncontested election” of directors at a meeting of the Corporation’s shareholders. For the purposes of this policy, an “uncontested election” of directors means an election where the number of nominees for election as directors is equal to the number of directors to be elected.

Pursuant to this policy, in an uncontested election of directors, any nominee for election as a director who does not receive a greater number of votes “for” his or her election than votes “withheld” from such election at a meeting of the Corporation’s shareholders (a “**Majority Withhold Vote**”) shall tender his or her resignation, as a director, to the Board promptly following the conclusion of the applicable shareholder meeting, such resignation to be effective upon acceptance by the Board.

Following receipt of a resignation submitted pursuant to this policy, the independent directors of the Board or any committee of the Board designated to recommend candidates for nomination to the Board (each, as applicable, hereinafter referred to as a “**Committee**”) shall promptly and, in any event, within 45 days following the applicable meeting of the Corporation’s shareholders, consider such tendered resignation and shall recommend to the Board the action to be taken with respect to such tendered resignation. Absent exceptional circumstances that would warrant the continued service of the applicable director on the Board, the Committee shall recommend acceptance of the resignation by the Board. In considering the tendered resignation and whether or not exceptional circumstances exist, the Committee will consider all factors deemed relevant by members of the Committee including, without limitation: (i) any stated reasons why shareholders withheld their vote with respect to the subject director; (ii) what the Committee believes to be the underlying reasons for the Majority Withhold Vote, including whether these reasons relate to the incumbent director’s performance as a director, whether these reasons relate to the Corporation or another corporation, and whether these reasons are curable and alternatives for effecting any cure; (iii) the percentage of outstanding shares represented by votes cast in favour of and withheld from voting for the subject director; (iv) the other policies of the Corporation; (v) the overall composition of the Board, including whether accepting the resignation could cause the Corporation to fail to comply with any applicable corporate, securities or other laws or rules or regulations of a federal, provincial or territorial securities commission or securities regulatory authority or the Toronto Stock Exchange or result in non-compliance with, or breach of, a material agreement of the Corporation; (vi) whether the acceptance of the resignation would jeopardize an established and active special committee of the Board that has a defined term or mandate; (vii) whether majority voting was used for a purpose inconsistent with the policy objectives of the majority voting requirement of the Toronto Stock Exchange; and (viii) whether the resignation of the director could result in the triggering of change in control or similar provisions under any contract by which the Corporation is bound or any benefit plan of the Corporation and, if so, the potential impact thereof. If the Committee recommends rejection of the tendered resignation, it shall include with its recommendation an indication of the exceptional circumstances resulting in the rejection

of such resignation and what it believes to be the underlying reasons for the Majority Withhold Vote in respect of the subject director.

Within 90 days following the applicable meeting of the Corporation's shareholders, the Board shall make its decision, on the Committee's recommendation, as to whether to accept the director's tendered resignation and, absent exceptional circumstances, shall accept such resignation. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers to be relevant. Following the Board's decision on the resignation, the Board shall: (i) promptly disclose, via press release, its decision whether to accept the applicable director's tendered resignation and, if applicable, the reasons for rejecting the tendered resignation; and (ii) forthwith provide a copy of the press release to the Toronto Stock Exchange. If the tendered resignation is accepted, the Board may: (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Corporation; (ii) fill the vacancy through the appointment of a director whom the Board considers to merit the confidence of the shareholders of the Corporation; or (iii) call a special meeting of the shareholders of the Corporation to consider the election of a nominee recommended by the Board to fill the vacant position. If the tendered resignation is not accepted, then the Corporation shall take active steps to resolve the exceptional circumstance resulting in such rejection prior to the next meeting of the Corporation's shareholders at which the election of directors is to be voted upon and shall prepare an evergreen list of potential directors to fill the applicable director's position in the event that such director receives another Majority Withhold Vote at such meeting.

A director who tenders his or her resignation pursuant to this policy shall not be permitted to attend or participate in any meeting of the Committee at which his or her resignation is to be considered or a related resolution is to be voted upon. If each member of the Committee received a Majority Withhold Vote in the same election, or a sufficient number of the Committee members received a Majority Withhold Vote in the same election such that the Committee no longer has a quorum or, in the event the Committee does not have a quorum requirement, the number of members of the Committee that did not receive a Majority Withhold Vote is less than two, then the remaining members of the Committee, if any, shall not consider the tendered resignation offer or the related resolution to be voted upon and the Board shall consider whether or not to accept the tendered resignation or the related resolution to be voted upon without a recommendation from the Committee.

Subject to the limited exception described below, a director who tenders his or her resignation pursuant to this policy shall not be permitted to attend or participate in any meeting of the Board at which his or her resignation is to be considered or a related resolution is to be voted upon. In the event that a sufficient number of Board members received a Majority Withhold Vote in the same election such that the Board no longer has a quorum, then such directors receiving a Majority Withhold Vote shall not be permitted to speak or otherwise participate in any part of the meeting of the Board at which his or her tendered resignation is discussed or considered or a related resolution is voted upon; however, notwithstanding the foregoing, he or she shall be permitted to attend and be counted for the purpose of determining whether the Board has quorum.

In the event that any director who received a Majority Withhold Vote does not tender his or her resignation in accordance with this policy, the Board shall, to the extent permitted under applicable

law and the Corporation's constating documents, remove such director from the Board, failing which, such director will not be re-nominated by the Board at the next meeting of shareholders of the Corporation at which the election of directors is to be voted upon.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.