

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Wagner Adam</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. Date of Event Requiring Statement (Month/Day/Year) <u>04/02/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cronos Group Inc. [CRON]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Head of Cronos Israel</u>	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>COMMON SHARES</u>	<u>11,659</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>RESTRICTED STOCK UNITS</u>	<u>(1)</u>	<u>(1)</u>	<u>COMMON SHARES</u>	<u>45,434</u>	<u>(2)</u>	<u>D</u>	

Explanation of Responses:

- The restricted share units ("RSUs") consist of the following: (1) 30,190 unvested RSUs vesting in three substantially equal annual installments beginning on May 10, 2024, (2) 12,552 unvested RSUs vesting in three substantially equal annual installments, the second of which occurs on May 12, 2024, and (3) 2,692 unvested RSUs vesting in three substantially equal annual installments, the last of which occurs on May 25, 2024, in each case, subject to continued employment through each applicable date.
- Each RSU represents a contingent right to receive one common share of Cronos Group Inc.

Remarks:

/s/ Aaron Werner, as attorney-in-fact for Adam Wagner 04/10/2024

** 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 5 (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.