

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GORENSTEIN MICHAEL RYAN</u>	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2019	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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">See Remarks</p>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 720 KING STREET WEST, SUITE 320			
(Street) TORONTO A6 M5V 2T3			
(City) (State) (Zip)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
COMMON SHARES	1,289,450	D	

## 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				
COMMON SHARE OPTION (right to buy)	(1)	08/05/2021	COMMON SHARES 487,500	0.5 <sup>(2)</sup>	D	
COMMON SHARE OPTION (right to buy)	(3)	10/06/2021	COMMON SHARES 1,200,000	1.23 <sup>(2)</sup>	D	
COMMON SHARE OPTION (right to buy)	(4)	04/12/2022	COMMON SHARES 1,300,000	3.14 <sup>(2)</sup>	D	
COMMON SHARE OPTION (right to buy)	(5)	08/24/2022	COMMON SHARES 500,000	2.42 <sup>(2)</sup>	D	
COMMON SHARE OPTION (right to buy)	(6)	05/17/2023	COMMON SHARES 150,000	7.57 <sup>(2)</sup>	D	
COMMON SHARE OPTION (right to buy)	(7)	05/11/2024	COMMON SHARES 1,097,791	20.65 <sup>(2)</sup>	D	
WARRANTS	(8)	05/27/2021	COMMON SHARES 7,990,221	0.245 <sup>(2)</sup>	D	
WARRANTS	(9)	(9)	COMMON SHARES 645,555	0.31 <sup>(2)</sup>	D	

## Explanation of Responses:

- The options were granted August 5, 2016 and vest in monthly installments over a four-year period.
- The exercise price is expressed in Canadian dollars.
- The options were granted October 6, 2016 and vest in monthly instalments over a four-year period.
- The options were granted April 12, 2017 and vest in monthly instalments over a four-year period.
- The options were granted August 24, 2017 and vest in monthly instalments over a four-year period.
- The options were granted May 17, 2018 and vest in monthly instalments over a four-year period.
- The options were granted May 11, 2019 and vest in quarterly instalments over a four-year period; the first installment became exercisable August 11, 2019, and the second installment became exercisable November 11, 2019.
- The warrants were issued between May 16, 2016 and August 12, 2016 and were immediately exercisable.
- 494,912 warrants were issued on October 8, 2015 and were immediately exercisable and expire on October 8, 2020. 150,643 warrants were issued on October 28, 2015 and were immediately exercisable and expire on October 28, 2020.

## Remarks:

Chairman, President & Chief Executive Officer Exhibit List: Exhibit 24 - Power of Attorney This Form 3 is being filed in advance of January 1, 2020, on which date the reporting person will become subject to Section 16 of the Securities Exchange Act of 1934, as amended.

/s/ Xiu Ming Shum as  
Attorney-in-Fact for Michael 12/31/2019  
R. Gorenstein

\*\* 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.

Authorization and Designation  
to Sign and File  
Section 16 Reporting Forms

The undersigned, an executive officer of Cronos Group Inc., a corporation formed under the Business Corporations Act (Ontario) (the "Company"), does hereby authorize and designate Jerry Barbato or Xiu Ming Shum, each with right to substitute and resubstitute, but for only so long as each of them is an officer of the Company, to sign and file on his or her behalf the application for the required Securities and Exchange Commission ("SEC") electronic CIK/CCC codes and any and all Forms 3, 4 and 5 and Forms 144 relating to equity securities of the Company with the SEC pursuant to the requirements of Section 16 of the Securities Exchange Act of 1934 ("Section 16") and Rule 144 under the Securities Act of 1933, as amended. This authorization, unless earlier revoked in writing, shall be valid until the undersigned's reporting obligations under Section 16 and Rule 144 with respect to equity securities of the Company shall cease. All prior such authorizations are hereby revoked.

IN WITNESS WHEREOF, the undersigned has executed this Authorization and Designation this 16th day of December, 2019.

/s/ Michael Ryan Gorenstein

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Michael Ryan Gorenstein