

| 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>Doucet Terrence Gregory Joseph</u> <hr/> (Last) (First) (Middle) 111 PETER STREET, SUITE 300 <hr/> (Street) TORONTO A6 MSV 2H1 <hr/> (City) (State) (Zip) | 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 |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2024 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| COMMON SHARES | 03/08/2024 | | M | | 3,884 | A | \$0 ⁽¹⁾ | 20,189 | D | |
| COMMON SHARES | 03/08/2024 | | F | | 1,600 | D | \$2.66 ⁽²⁾ | 18,589 | 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 | (1) | 03/08/2024 | | M | | | 3,884 | (3) | (3) | COMMON SHARES | 3,884 | \$0 | 102,887 | D | |
| RESTRICTED STOCK UNITS | (1) | 03/08/2024 | | A | | 73,308 | | (4) | (4) | COMMON SHARES | 73,308 | \$0 | 176,195 | D | |

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one common share of Cronos Group Inc.
- The price reported is denominated in Canadian dollars.
- On March 8, 2022, the Reporting Person was granted 11,651 RSUs, vesting in three substantially equal annual installments beginning on the first anniversary of the grant date.
- On March 8, 2024, the Reporting Person was granted 73,308 RSUs, vesting in three substantially equal annual installments beginning on the first anniversary of the grant date.

Remarks:

General Counsel and Corporate Secretary

/s/ Terrence Doucet 03/12/2024
 ** 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 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.