

CRONOS GROUP INC.

POSITION DESCRIPTION OF THE CHAIR OF THE BOARD

This position description was approved by the Board of Directors of Cronos Group Inc. as of February 14, 2018.

1. RESPONSIBILITY

- 1.1 The fundamental responsibility of the chair (the “**Chair**”) of the board of directors (the “**Board**”) of Cronos Group Inc. (the “**Corporation**”) is to lead the Board to fulfill its duties effectively and efficiently. The Chair provides leadership to the Board in reviewing and deciding upon matters which exert major influence on the manner in which the Corporation’s business is conducted and ensure effective operation of the Board.
- 1.2 The Chair shall act in a general advisory capacity to the officers of the Corporation in all matters concerning the interests and management of the Corporation.
- 1.3 The Chair shall have the functions and responsibilities set out in this mandate as well as any other matters required in the Corporation’s Articles of Incorporation and applicable legislation.

2. GENERAL

- 2.1 **Appointment and Removal of the Chair** - The Chair shall be appointed by the Board and shall serve at the pleasure of the Board.
- 2.2 **Qualifications** - The Chair shall be a member of the Board and satisfy the independence standards established by the Board from time to time and any additional independence standards required for a chairman of a board of directors under the binding requirements of any stock exchanges on which the Corporation’s securities are traded and all other applicable laws. In the event the Chair is not independent, the independent directors may select from among their number a director who will act as “Lead Director” and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board.
- 2.3 **Access to Management** - The Chair shall have unrestricted access to the management and employees of the Corporation and its subsidiary entities (collectively, “**Corporation Personnel**”).
- 2.4 **Access to Management and Outside Advisors** - On an ongoing basis, the Chair shall assess whether the Board and its committees have appropriate administrative support, access to Corporation Personnel and access to outside advisers for the purposes of the Board fulfilling its mandate.

3. FUNCTIONS AND RESPONSIBILITIES

3.1 Meetings

- 3.1.1 The Chair shall chair Board meetings of the Corporation, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded.
- 3.1.2 The Chair shall chair shareholder meetings of the Corporation. If a shareholder or proxy holder for any shareholder, the Chair may vote at a meeting of the shareholders of the Corporation on any matter requiring a vote.
- 3.1.3 In consultation with members of the Board and management of the Corporation, the Chair shall set the agenda for each meeting of the Board. Each meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board.
- 3.1.4 The Chair shall review and provide input to meeting agendas and ensure sufficient time during Board meetings to fully discuss agenda items.

3.2 Board Leadership

- 3.2.1 The Chair shall counsel collectively and individually with members of the Board, utilizing their capacities to the fullest extent necessary to optimize the effectiveness of the Board and its committees.
- 3.2.2 The Chair shall ensure that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board.
- 3.2.3 The Chair shall oversee and monitor the work of committees of the Board to see that delegated committee functions are carried out and reported to the Board.
- 3.2.4 The Chair shall provide the Board, committees of the Board and individual directors with leadership to assist them in their duties and responsibilities. The Chair shall actively oversee the succession planning for committee chairs and individual directors.

- 3.3 **Board Nominations** - The Chair shall consult with the Board (or a designated committee thereof) and provide recommendations and advice on candidates for nomination or appointment to the Board.

- 3.4 **Board Committees** - The Chair shall ensure that the appropriate committee structure is in place and determine members and chairs of committees of the Board.
- 3.5 **Strategic Planning** - At least annually, the Chair shall ensure that management's strategies, plans and performance are clearly represented to the Board and that the Board adequately reviews and approves management's strategic plan.
- 3.6 **Succession** - The Chair shall participate and provide input, as required, on succession plans in respect of the Chair position.
- 3.7 **Communication with Shareholders** - At least annually, in conjunction with the Board and management, the Chair shall review the effectiveness of the Corporation's shareholder communications plan.
- 3.8 **Board Management Relationship**
- 3.8.1 The Chair shall manage and clarify the boundaries between Board and management responsibilities while fostering a constructive and professional working relationship.
- 3.8.2 The Chair shall facilitate effective communication between members of the Board and management, both inside and outside of Board meetings.
- 3.8.3 In conjunction with the Lead Director, if applicable, the Chair shall oversee the Board's independence from management of the Corporation and ensure that the independent directors have adequate and regularly scheduled opportunities to meet to discuss issues without management present.
- 3.8.4 The Chair shall act as the principal liaison between the Board and management and work closely with the officers of the Corporation with a view to ensuring that management strategies, plans and performance are clearly represented to the Board.
- 3.9 **Director and Board Performance**
- 3.9.1 The Chair shall ensure that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board's committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and make recommendations to the Board for changes when appropriate.
- 3.9.2 The Chair shall support and assist in the conduct of an annual assessment of the effectiveness of the overall Board and its members.

3.9.3 The Chair shall provide advice, counsel and mentorship to individual directors, to assist them to improve performance or, when appropriate, to transition them from the Board.

3.10 **Other**

3.10.1 The Chair shall sign all contracts, documents or instruments in writing which require his or her signature.

3.10.2 The Chair shall carry out any other appropriate duties and responsibilities assigned by the Board.

4. REPORTING STRUCTURE

4.1 The Chair shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this position description and, if necessary, shall make recommendations to the Board for their approval.