

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 22, 2023**

CRONOS GROUP INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or other jurisdiction
of incorporation)

111 Peter Street, Suite 300

Toronto , Ontario

(Address of principal executive offices)

001-38403

(Commission
File Number)

N/A

(I.R.S. Employer
Identification No.)

M5V 2H1

(Zip Code)

Registrant's telephone number, including area code: **(416) 504-0004**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	CRON	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Cronos Group Inc. (the “Company”) held its 2023 Annual Meeting of Shareholders on June 22, 2023 (the “Meeting”). The proposals voted upon at the Meeting and the final results of the shareholder vote on each proposal are set forth below. Each of the proposals is summarized in greater detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 28, 2023.

(1) Election of Directors

Name of Director:	For:	Withheld:	Broker Non-Votes
Jason Adler	190,713,661	8,290,842	48,406,484
Kendrick Ashton, Jr.	191,326,512	7,677,991	48,406,484
Michael Gorenstein	192,713,928	6,290,575	48,406,484
Kamran Khan	188,677,722	10,326,781	48,406,484
Dominik Meier	188,699,733	10,304,770	48,406,484
James Rudyk	190,066,982	8,937,521	48,406,484
Eilizabeth Seegar	188,789,168	10,215,335	48,406,484

(2) Adoption of an advisory (non-binding) resolution to approve the compensation of the Company’s named executive officers

For	Against	Abstained	Broker Non-Votes
184,509,678	14,080,013	414,812	48,406,484

(3) Appointment of KPMG LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 and to authorize the Board of Directors to fix KPMG LLP’s remuneration

For	Withheld
245,230,405	2,180,582

A copy of the press release dated June 23, 2023 regarding the results of the Meeting is filed as Exhibit 99.1 to and is incorporated by reference in this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit No.	Description
99.1	Press Release issued by Cronos Group dated June 23, 2023.
104	Cover Page Interactive Data File

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CRONOS GROUP INC.

Dated: June 23, 2023

By: /s/ Michael Gorenstein
Name: Michael Gorenstein
Title: Chairman, President and Chief Executive Officer

Cronos Group Inc. Announces Results of 2023 Annual Meeting of Shareholders

TORONTO, June 23, 2023 (GLOBE NEWSWIRE) -- Cronos Group Inc. (NASDAQ: CRON) (TSX: CRON) ("Cronos" or the "Company") announces that at its Annual Meeting of Shareholders held yesterday, June 22, 2023 (the "Meeting"), shareholders holding a total of 247,410,987 common shares of the Company voted in person or by proxy, representing 64.96% of the total number of common shares of the Company outstanding.

Each of the directors listed as a nominee in the Company's proxy statement dated April 28, 2023 (the "Proxy Statement") was elected as a director of the Company, with each director receiving in excess of 94.8% of the votes cast in favor of his or her election. The detailed results of the vote for the election of directors are as follows:

Name of Director	Number of Shares Voted For	Percentage of Shares Voted For	Number of Shares Withheld from Voting	Percentage of Shares Withheld from Voting
Jason Adler	190,713,661	95.83%	8,290,842	4.16%
Kendrick Ashton, Jr.	191,326,512	96.14%	7,677,991	3.85%
Kamran Khan	188,677,722	94.81%	10,326,781	5.18%
Dominik Meier	188,699,733	94.82%	10,304,770	5.17%
Michael Gorenstein	192,713,928	96.83%	6,290,575	3.16%
Elizabeth Seegar	188,789,168	94.86%	10,215,335	5.13%
James Rudyk	190,066,982	95.50%	8,937,521	4.49%

Shareholders also approved an advisory (non-binding) resolution on the compensation of the Company's named executive officers, with 92.71% of votes cast in favor of such resolution, and approved the re-appointment of KPMG LLP as the Company's independent auditors.

For complete results on all matters voted on at the Meeting, please see the Report of Voting Results filed on the Company's SEDAR profile at www.sedar.com and the Company's Form 8-K filed on EDGAR at www.sec.gov/edgar.

About Cronos

Cronos is an innovative global cannabinoid company committed to building disruptive intellectual property by advancing cannabis research, technology and product development. With a passion to responsibly elevate the consumer experience, Cronos is building an iconic brand portfolio. Cronos' diverse international brand portfolio includes Spinach[®], PEACE NATURALS[®] and Lord Jones[®]. For more information about Cronos and its brands, please visit: thecronosgroup.com.

Forward-looking Statements

This press release may contain information that may constitute "forward-looking information" or "forward-looking statements" within the meaning of applicable Canadian and U.S. securities laws and court decisions (collectively, "Forward-looking Statements"). All information contained herein that is not clearly historical in nature may constitute Forward-looking Statements. In

some cases, Forward-looking Statements can be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “plan”, “anticipate”, “intend”, “potential”, “estimate”, “believe” or the negative of these terms, or other similar expressions intended to identify Forward-looking Statements. Some of the Forward-looking Statements contained in this press release include statements about Cronos’ intention to build an international iconic brand portfolio and develop disruptive intellectual property. Forward-looking Statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive risks, financial results, results, performance or achievements expressed or implied by those Forward-looking Statements and the Forward-looking Statements are not guarantees of future performance. A discussion of some of the material risks applicable to the Company can be found in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022, and quarterly report on Form 10-Q for the quarter ended March 31, 2023, which have been filed on SEDAR and EDGAR and can be accessed at www.sedar.com and www.sec.gov/edgar, respectively. Any Forward-looking Statement included in this press release is made as of the date of this press release and, except as required by law, Cronos disclaims any obligation to update or revise any Forward-looking Statement. Readers are cautioned not to put undue reliance on any Forward-looking Statement.

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