

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>GORENSTEIN MICHAEL RYAN</u> _____ (Last) (First) (Middle) <u>111 PETER STREET, SUITE 300</u> _____ (Street) <u>TORONTO A6 M5V 2H1</u> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2021</u>					
			4. 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 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	03/02/2021		M		487,500	A	\$0.3938 ⁽¹⁾	4,999,796	D	
COMMON SHARES	03/02/2021		F ⁽²⁾		143,485	D	\$11.0014 ⁽³⁾	4,856,311	D	
COMMON SHARES	03/02/2021		M		3,990,221	A	\$0.1929 ⁽⁴⁾	8,846,532	D	
COMMON SHARES	03/02/2021		F ⁽⁵⁾		69,981	D	\$11.0014 ⁽³⁾	8,776,551	D	
COMMON SHARES	03/02/2021		S		230,000	D	\$11.0458 ⁽⁶⁾	8,546,551	D	
COMMON SHARES	03/03/2021		S		114,015	D	\$10.3869 ⁽⁷⁾	8,432,536	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	Amount or Number of Shares				
COMMON SHARE OPTION (right to buy)	\$0.3938 ⁽¹⁾	03/02/2021		M		487,500		(8)	08/05/2021	COMMON SHARES	487,500	\$0	0	D	
WARRANTS	\$0.1929 ⁽⁴⁾	03/02/2021		M		3,990,221		(9)	05/27/2021	COMMON SHARES	3,990,221	\$0	0	D	

Explanation of Responses:

- The price reported was converted from the Canadian exercise price of C\$0.50 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.7875 as reported by Bloomberg as of March 1, 2021.
- Cronos Group Inc. (the "Company") withheld 143,485 common shares underlying the options for payment of the exercise price and to cover applicable withholding taxes, using the closing price of the Company's common shares on March 1, 2021 of C\$13.97 as reported on the Toronto Stock Exchange.
- The price reported is in U.S. dollars based on the exchange rate of C\$1.00 to US\$0.7875 as reported by Bloomberg as of March 1, 2021.
- The price reported was converted from the Canadian exercise price of C\$0.245 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.7875 as reported by Bloomberg as of March 1, 2021.
- On March 2, 2021, the reporting person exercised warrants to purchase 3,990,221 common shares of the Company for C\$0.245 per common share. The reporting person paid the exercise price on a cashless basis, resulting in the Company's withholding of 69,981 common shares to pay the exercise price and issuing to the reporting person the remaining 3,920,240 common shares.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.715 to \$11.37, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) and footnote (7) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.23 to \$10.5901, inclusive.
- The options were granted August 5, 2016 and vested in monthly installments over a four-year period.
- The warrants were issued between May 16, 2016 and August 12, 2016 and were immediately exercisable.

Remarks:

/s/ Eileen Uy, as attorney-in-fact 03/04/2021
for Michael 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 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.