

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* GORENSTEIN MICHAEL RYAN			2. Issuer Name and Ticker or Trading Symbol Cronos Group Inc. [CRON]			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) Executive Chairman		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2021			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		
111 PETER STREET, SUITE 300			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) TORONTO A6 MSV 2H1								
(City) (State) (Zip)								

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON SHARES	03/16/2021		M		437,500	A	\$1.9391 ⁽¹⁾	8,870,036	D	
COMMON SHARES	03/16/2021		F ⁽²⁾		175,178	D	\$10.6974 ⁽³⁾	8,694,858	D	
COMMON SHARES	03/16/2021		M		1,272,916	A	\$2.5161 ⁽⁴⁾	9,967,774	D	
COMMON SHARES	03/16/2021		F ⁽⁵⁾		559,960	D	\$10.6974 ⁽³⁾	9,407,814	D	
COMMON SHARES	03/16/2021		M		103,125	A	\$6.0658 ⁽⁶⁾	9,510,939	D	
COMMON SHARES	03/16/2021		F ⁽⁷⁾		70,427	D	\$10.6974 ⁽³⁾	9,440,512	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)	\$1.9391 ⁽¹⁾	03/16/2021		M			437,500	(8)	08/24/2022	COMMON SHARES	437,500	\$0	62,500	D	
COMMON SHARE OPTION (right to buy)	\$2.5161 ⁽⁴⁾	03/16/2021		M			1,272,916	(9)	04/12/2022	COMMON SHARES	1,272,916	\$0	27,084	D	
COMMON SHARE OPTION (right to buy)	\$6.0658 ⁽⁶⁾	03/16/2021		M			103,125	(10)	05/17/2023	COMMON SHARES	103,125	\$0	46,875	D	

Explanation of Responses:

- The price reported was converted from the Canadian exercise price of C\$2.42 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.8013 as reported by Bloomberg as of March 15, 2021.
- Cronos Group Inc. (the "Company") withheld 175,178 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 15, 2021 of C\$13.35 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\$0.8013 as reported by Bloomberg as of March 15, 2021.
- The price reported was converted from the Canadian exercise price of C\$3.14 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.8013 as reported by Bloomberg as of March 15, 2021.
- The Company withheld 559,960 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 15, 2021 of C\$13.35 as reported on the Toronto Stock Exchange.
- The price reported was converted from the Canadian exercise price of C\$7.57 to U.S. dollars using an exchange rate of C\$1.00 to US\$0.8013 as reported by Bloomberg as of March 15, 2021.
- The Company withheld 70,427 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 15, 2021 of C\$13.35 as reported on the Toronto Stock Exchange.
- The options were granted August 24, 2017 and vest in monthly installments over a four-year period.
- The options were granted April 12, 2017 and vest in monthly installments over a four-year period.
- The options were granted May 17, 2018 and vest in monthly installments over a four-year period.

Remarks:

/s/ Eileen Uy, as attorney-in-fact for Michael R. Gorenstein 03/18/2021

** 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.