

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ADLER JASON MARC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2019	3. Issuer Name and Ticker or Trading Symbol <u>Cronos Group Inc. [CRON]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Form filed by More than One Reporting Person
(Last) (First) (Middle) 720 KING STREET WEST, SUITE 320 (Street) TORONTO A6 M5V 2T3 (City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON SHARES	503,478	I ⁽¹⁾	Held by Gotham Green Fund 1, LP
COMMON SHARES	2,014,228	I ⁽²⁾	Held by Gotham Green Fund 1(Q), LP
COMMON SHARES	6,679,092	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
COMMON SHARE OPTION (right to buy)	(3)	08/10/2021	COMMON SHARES	83,334	0.5 ⁽⁴⁾	D	
COMMON SHARE OPTION (right to buy)	(5)	10/06/2021	COMMON SHARES	1,200,000	1.23 ⁽⁴⁾	D	
COMMON SHARE OPTION (right to buy)	(6)	04/12/2022	COMMON SHARES	1,300,000	3.14 ⁽⁴⁾	D	
COMMON SHARE OPTION (right to buy)	(7)	08/23/2022	COMMON SHARES	500,000	2.42 ⁽⁴⁾	D	
COMMON SHARE OPTION (right to buy)	(8)	05/17/2023	COMMON SHARES	150,000	7.57 ⁽⁴⁾	D	
WARRANTS	05/27/2016	05/27/2021	COMMON SHARES	3,987,132	0.245 ⁽⁴⁾	D	
DEFERRED SHARE UNITS	(9)	(9)	COMMON SHARES	8,484.16	(10)	D	

Explanation of Responses:

- Gotham Green GP 1, LLC is the general partner of Gotham Green Fund 1, LP. Mr. Adler, as the Managing Member of Gotham Green GP 1, LLC, may be deemed to be the indirect beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Mr. Adler disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.
- Gotham Green GP 1, LLC is the general partner of Gotham Green Fund 1(Q), LP. Mr. Adler, as the Managing Member of Gotham Green GP 1, LLC, may be deemed to be the indirect beneficial owner of such shares for purposes of Section 16 of the Exchange Act. Mr. Adler disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.
- The options were granted August 10, 2016 and vest in monthly installments over a four-year period.
- The exercise price is expressed in Canadian dollars.
- The options were granted October 6, 2016 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 August 23, 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.
- Vested Deferred Share Units are mandatorily redeemed by Cronos Group Inc. (the "Company") on the first trading day after Mr. Adler ceases to be a director of the Company.
- Upon redemption, Deferred Share Units entitle Mr. Adler to receive a lump sum cash payment in an amount equal to the fair market value of Company common shares on the date of redemption.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney This Form 3 is being filed in advance of January 1, 2020, on which date the reporting person will become subject to Section 16 of the Securities Exchange Act of 1934, as amended.

/s/ Xiu Ming Shum as
Attorney-in-Fact for Jason M. Adler 12/31/2019

** 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 5 (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.

Authorization and Designation
to Sign and File
Section 16 Reporting Forms

The undersigned, a director of Cronos Group Inc., a corporation formed under the Business Corporations Act (Ontario) (the "Company"), does hereby authorize and designate Jerry Barbato or Xiu Ming Shum, each with right to substitute and resubstitute, but for only so long as each of them is an officer of the Company, to sign and file on his or her behalf the application for the required Securities and Exchange Commission ("SEC") electronic CIK/CCC codes and any and all Forms 3, 4 and 5 and Forms 144 relating to equity securities of the Company with the SEC pursuant to the requirements of Section 16 of the Securities Exchange Act of 1934 ("Section 16") and Rule 144 under the Securities Act of 1933, as amended. This authorization, unless earlier revoked in writing, shall be valid until the undersigned's reporting obligations under Section 16 and Rule 144 with respect to equity securities of the Company shall cease. All prior such authorizations are hereby revoked.

IN WITNESS WHEREOF, the undersigned has executed this Authorization and Designation this 19th day of December, 2019.

/s/ Jason Marc Adler

Jason Marc Adler