

CRONOS GROUP INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Shares**”) of Cronos Group Inc. (the “**Company**”) will be held at the offices of Blake, Cassels & Graydon LLP located at 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario at 10:00 a.m. (Toronto time) on February 21, 2019, for the following purposes:

1. to elect, conditional upon and effective as of the closing of the transactions contemplated by the subscription agreement (the “**Subscription Agreement**”), dated as of December 7, 2018, by and among the Company, Altria Summit LLC (the “**Purchaser**”), a wholly owned subsidiary of Altria Group, Inc. (“**Altria**”) and, solely for certain limited purposes set forth therein, Kevin C. Crosthwaite Jr., Bronwen Evans, Murray R. Garnick and Bruce A. Gates (the “**Altria Nominees**”), as directors of the Company, each to hold office until the close of the next annual meeting of Shareholders or until his or her successor has been duly elected and/or appointed and qualified or until his or her earlier death, resignation or removal pursuant to the articles of incorporation of the Company (as amended) and by-laws of the Company (as amended), the investor rights agreement contemplated by the Subscription Agreement, and applicable law, as more particularly described in the management information circular dated as of December 31, 2018 (the “**Circular**”) accompanying this notice of Meeting;
2. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in Schedule A to the accompanying Circular, approving the transactions contemplated by the Subscription Agreement, whereby, among other things, the Company will issue to the Purchaser, in a private placement transaction: (i) 146,220,892 Shares (subject to adjustment in accordance with the terms of the Subscription Agreement); and (ii) one warrant (the “**Warrant**”) of the Company (which may be exercised in full or in part at any time and from time to time) entitling the holder thereof, upon the valid exercise in full thereof, to acquire, accept and receive from the Company an aggregate of 72,207,848 Shares (subject to adjustment in accordance with the terms of the Subscription Agreement and with the terms and conditions of the warrant certificate representing and evidencing the Warrant), as more particularly described in the accompanying Circular; and
3. to transact such further or other business as may properly come before the Meeting or any adjournment or postponement thereof.

The accompanying Circular provides important and detailed information relating to the matters to be dealt with at the Meeting and forms part of this notice.

Shareholders are encouraged to express their vote in advance by completing the form of proxy or voting instruction form provided to them.

Registered Shareholders as of the record date of January 7, 2019 may exercise their right to vote by completing and submitting the form of proxy provided to you. To be effective, the proxy must be received by the Company’s transfer agent and registrar, TSX Trust Company, prior to 10:00 a.m. (Toronto time) on February 19, 2019 or, in the case of any adjournment or postponement of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment or postponement. Registered Shareholders may also vote their Shares by attending the Meeting in person. Detailed instructions on how to complete and return proxies are provided in the accompanying Circular.

Non-registered Shareholders, including those who hold Shares in the name of a bank, trust company, securities dealer or broker, or other intermediary, will receive a voting instruction form that can be used to provide voting instructions. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it, which may be earlier than the deadline for registered Shareholders. If you are unsure about anything in such voting instructions, contact your intermediary through which you hold your Shares.

Shareholders may also vote their Shares through the Internet using the procedures described in the form of proxy or voting instruction form, as applicable.

It is important that you read and follow the instructions on how to vote by proxy included in the accompanying Circular or the instructions on your voting instruction form in order to have your vote count.

The voting rights attached to the Shares represented by proxy will be voted in accordance with the instructions indicated thereon. If no instructions are given, the voting rights attached to such Shares will be voted **FOR** (A) the Transaction Approval Resolution (as defined in the accompanying Circular) and (B) the election of the Altria Nominees as directors of the Company.

Failure to vote may result in the Transaction not being approved. If the Transaction is not approved by the Shareholders or if the Altria Nominees are not elected to the board of directors of the Company, the Company will neither receive any Transaction proceeds nor benefit from the proposed strategic partnership with Altria.

If you have any questions relating to the meeting, please contact the Company's proxy solicitation agent, Innisfree M&A Incorporated, by telephone at 1-888-750-5834 (toll-free in North America) or 1-412-232-3651 (outside North America). For additional inquiries, you may contact the Company at 720 King Street West, Suite 320, Toronto, Ontario, M5V 2T3, by e-mail request to investor.relations@thecronosgroup.com.

DATED the 31st day of December, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Michael Gorenstein”

Michael Gorenstein
Chairman, President and Chief Executive Officer