

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>JACOBSON JEFFREY DAVID</u> _____ (Last) (First) (Middle) 111 PETER STREET, SUITE 300 _____ (Street) TORONTO A6 M5V 2H1 _____ (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks	
			3. Date of Earliest Transaction (Month/Day/Year) 04/04/2022			
			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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON SHARES	04/04/2022		M <sup>(1)</sup>		20,000	A	\$2.51 <sup>(2)</sup>	99,186	D	
COMMON SHARES	04/04/2022		F <sup>(3)</sup>		14,431	D	\$3.88 <sup>(4)</sup>	84,755	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
COMMON SHARE OPTION (right to buy)	\$2.51 <sup>(2)</sup>	04/04/2022		M <sup>(1)</sup>			20,000	(5)	04/12/2022	COMMON SHARES	20,000	\$0	0	D	

**Explanation of Responses:**

- The acquisition of common shares of Cronos Group Inc. (the "Company") from the exercise of options held by the reporting person as reported on this Form 4 were effected pursuant to irrevocable written instructions issued by the reporting person to the Company on March 4, 2021 and designed to comply with Rule 10b5-1(c) (the "Irrevocable Instructions"). Such options were scheduled to expire on April 12, 2022.
- 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\$0.7989 as reported by Bloomberg as of April 1, 2022.
- Represents common shares withheld, pursuant to the Irrevocable Instructions, to pay the exercise price and applicable withholding taxes, using the closing price of the Company's common shares on April 1, 2022 of C\$4.85 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\$0.7989 as reported by Bloomberg as of April 1, 2022.
- The options were granted April 12, 2017 and vest in monthly installments over a four-year period.

**Remarks:**

Senior Vice President, Head of Growth (North America)

/s/ Aaron Werner, as attorney-in-fact for Jeffrey D. Jacobson 04/06/2022

\*\* 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.