

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under §240.14a-12

CRONOS GROUP INC.

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: _____

(2) Aggregate number of securities to which transaction applies: _____

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____

(4) Proposed maximum aggregate value of transaction: _____

(5) Total fee paid: _____

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: _____

(2) Form, Schedule or Registration Statement No.: _____

(3) Filing Party: _____

(4) Date Filed: _____



BROADRIDGE CORPORATE ISSUER SOLUTIONS
C/O CRONOS GROUP INC.
111 PETER STREET, SUITE 300
TORONTO, ONTARIO, CANADA M5V 2H1

Your **Vote** Counts!

CRONOS GROUP INC.

2022 Annual Meeting

Vote by June 21, 2022

11:59 p.m. Toronto Time



D79256-P66005

You invested in CRONOS GROUP INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 23, 2022.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 9, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 23, 2022
11:00 AM Toronto Time

Virtually at:
www.virtualshareholdermeeting.com/CRON2022

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors. Nominees:	
1a. Jason Adler	✔ For
1b. Kendrick Ashton, Jr.	✔ For
1c. Jody Begley	✔ For
1d. Murray Garnick	✔ For
1e. Michael Gorenstein	✔ For
1f. Heather Newman	✔ For
1g. James Rudyk	✔ For
2. Adoption of an advisory (non-binding) resolution to approve the compensation of the Company's named executive officers as disclosed in the proxy statement dated April 29, 2022.	✔ For
3. Appointment of KPMG LLP to serve as the Company's registered independent public accounting firm for fiscal year 2022 and to authorize the board of directors of the Company to fix their remuneration.	✔ For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

We are using the U.S. "notice-and-access" system for delivery of the proxy materials relating to this year's annual general meeting of shareholders. Under U.S. Securities and Exchange Commission rules, instead of receiving a paper copy of the proxy materials, you are receiving this notice that the proxy materials for the annual general meeting of shareholders are available on the Internet. Follow the instructions on the reverse side to view the materials and vote online or request a paper copy of the materials at no charge. Proxy materials are available under our issuer profile at www.sedar.com and www.sec.gov/edgar as well as on our website at <https://thecronosgroup.com>.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".