FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Nashington	DC	20549	

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL								
	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

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* JACOBSON JEFFREY DAVID					2. Issuer Name and Ticker or Trading Symbol Cronos Group Inc. [CRON]									neck	tionship of R all applicabl Director Officer (gi	e)	Person((s) to Issuer 10% Ow Other (s	wner	
(Last) (First) (Middle) 111 PETER STREET, SUITE 300						3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023								X	below) "	nief Gro	wth O	below)	,	
(Street) TORONTO A6 M5V 2H1					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(Stat	e) (2	Zip)																	
l		Та	ıble I - Nor	n-Deri	vativ	ve S	ecuritie	s Acq	uired,	Dis	posed of	, or Bene	eficially	O)	wned					
1. Title of Security (Instr. 3) 2. Tran Date (Month							2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a			and 5) Securities Beneficiall Following		y Owned (D) Reported (I) (I		Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
										v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)				instr. 4)	
COMMON SHARES 03/0						01/2023		M		7,018 A		\$00	1)	184,785		D				
COMMON SHARES 03/0					01/2023		F		3,509 D		\$2.9	5 ⁽²⁾	181,276			D				
			Table II -								osed of, o			Ow	ned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Da if any (Month/Day/)		ransaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Expirati (Month/	ion Da			Underlyii Security		8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin Reporte	re es ally ng d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
				c	Code V		(A)	(D)	Date Exercis	able	Expiration Date	Title	Amou or Numb of Sha	er		Transac (Instr. 4)				
COMMON SHARE OPTION (right to buy)	\$2.96 ⁽²⁾	03/01/2023			A		188,317	88,317			03/01/2030	COMMON SHARE OPTION (right to buy)		\$38,317 \$0		188,317		D		
RESTRICTED STOCK	(1)	03/01/2023			M			7,018	(4)		(4)	COMMON SHARES		8	\$0	114,7	728	D		

Explanation of Responses:

- 1. Each restricted stock unit ("RSU") represents a contingent right to receive one common share of Cronos Group Inc.
- 2. Price is expressed in Canadian dollars.
- 3. The options vest in quarterly equal installments over a four-year period beginning on June 1, 2023, subject to continued employment through each applicable vesting date.
- 4. The RSUs vest in two substantially equal installments on each of March 1, 2023 and March 1, 2024

Remarks:

/s/ Aaron Werner, as attorney-infact for Jeffrey D. Jacobson

** Signature of Reporting Person Date

03/03/2023

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.