

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

Form 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2024
or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from to .
Commission File No. 001-38403

CRONOS GROUP INC.
(Exact name of Registrant as specified in its Charter)

British Columbia, Canada
(State or other jurisdiction of
incorporation or organization)

4491 Concession Rd 12
Stayner, Ontario
(Address of principal executive offices)

N/A
(I.R.S. Employer
Identification No.)

L0M 1S0
(Zip Code)

Registrant's telephone number, including area code: 416-504-0004

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Shares, no par value	CRON	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or Section 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes ☒ No ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 28, 2024, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of common shares held by non-affiliates of the Registrant computed by reference to the closing price of \$2.33 per common share on June 28, 2024 was approximately \$458.2 million.

As of February 24, 2025, there were 382,530,780 common shares of the Registrant issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Part III of this Annual Report on Form 10-K will either be incorporated into this Annual Report on Form 10-K by reference to the registrant's definitive proxy statement for its 2025 Annual Meeting of Shareholders, or will be included in an amendment to this Annual Report on Form 10-K to be filed no later than 120 days after the registrant's fiscal year ended December 31, 2024.

Table of Contents

PART I

Item 1.	Business	4
Item 1A.	Risk Factors	15
Item 1B.	Unresolved Staff Comments	47
Item 1C.	Cybersecurity	47
Item 2.	Properties	48
Item 3.	Legal Proceedings	48
Item 4.	Mine Safety Disclosure	48

PART II

Item 5.	Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities	49
Item 6.	Reserved	51
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	51
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	67
Item 8.	Financial Statements and Supplementary Data	76
Item 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	122
Item 9A.	Controls and Procedures	122
Item 9B.	Other Information	122
Item 9C.	Disclosures Regarding Foreign Jurisdictions that Prevent Inspections	122

PART III

Item 10.	Directors, Executive Officers and Corporate Governance	123
Item 11.	Executive Compensation	123
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	123
Item 13.	Certain Relationships and Related Transactions, and Director Independence	123
Item 14.	Principal Accounting Fees and Services	123

PART IV

Item 15.	Exhibits, Financial Statement Schedules	124
----------	---	-----

Unless otherwise noted or the context indicates otherwise, references in this Annual Report on Form 10-K (this “Annual Report”) to the “Company”, “Cronos”, “we”, “us” and “our” refer to Cronos Group Inc., its direct and indirect wholly owned subsidiaries and, if applicable, its joint ventures and investments accounted for by the equity method; the term “cannabis” means the plant of any species or subspecies of genus *Cannabis* and any part of that plant, including all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers; the term “U.S. hemp” has the meaning given to the term “hemp” in the U.S. Agricultural Improvement Act of 2018 (the “2018 Farm Bill”), including hemp-derived cannabidiol (“CBD”); and the term “U.S. Schedule I cannabis” means cannabis excluding U.S. hemp.

This report contains references to our trademarks and trade names and to trademarks and trade names belonging to other entities. Solely for convenience, trademarks and trade names referred to in this report may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend our use or display of other companies’ trademarks or trade names to imply a relationship with, or endorsement or sponsorship of us or our business by, any other companies.

All currency amounts in this Annual Report are stated in U.S. dollars, which is our reporting currency, unless otherwise noted. All references to “dollars” or “\$” are to U.S. dollars; all references to “C\$” are to Canadian dollars; all references to “A\$” are to Australian dollars; and all references to “ILS” are to New Israeli Shekels.

(Exchange rates are shown as C\$ per \$)

	As of December 31,		
	2024	2023	2022
Average rate	1.3700	1.3494	1.3017
Spot rate	1.4351	1.3243	1.3554

(Exchange rates are shown as ILS per \$)

	As of December 31,		
	2024	2023	2022
Average rate	3.6997	3.6819	3.3566
Spot rate	3.6526	3.6163	3.5178

All summaries of agreements described herein are qualified by the full text of such agreements (certain of which are filed as exhibits hereto).

PART I

Special Note Regarding Forward-Looking Statements

This Annual Report, the documents incorporated into this Annual Report by reference, other reports we file with, or furnish to, the United States (“U.S.”) Securities and Exchange Commission (“SEC”) and other regulatory agencies, and statements by our directors, officers, other employees and other persons authorized to speak on our behalf contain information that may constitute forward-looking information and forward-looking statements within the meaning of applicable U.S. and Canadian securities laws and court decisions (collectively, “Forward-Looking Statements”), which are based upon our current internal expectations, estimates, projections, assumptions and beliefs. All information that is not clearly historical in nature may constitute Forward-Looking Statements. In some cases, Forward-Looking Statements can be identified by the use of forward-looking terminology, such as “expect”, “likely”, “may”, “will”, “should”, “intend”, “anticipate”, “potential”, “proposed”, “estimate” and other similar words, expressions and phrases, including negative and grammatical variations thereof, or statements that certain events or conditions “may” or “will” happen, or by discussion of strategy. Forward-Looking Statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance or other statements that are not statements of historical fact.

Forward-Looking Statements include, but are not limited to, statements with respect to:

- the ongoing impact of the public investigation into Canadian licensed producers of alleged dumping of medical cannabis imports from Canada into Israel by the Trade Levies Commissioner of the Israel Ministry of Economy and Industry (the “Anti-Dumping Investigation”) and the proposed anti-dumping duty to which the Company’s imports would be subject;
- expectations related to the conflict involving Israel, Hamas, Hezbollah, Houthis, Iran, Iran’s proxies and other stakeholders in the region (the “Middle East Conflict”) and its impact on our operations in Israel, the supply of product in the market and the demand for product by medical patients in Israel, as well as any regional or global escalations and their impact to global commerce and stability;
- expectations related to the German, Australian and United Kingdom (“UK”) markets, including our strategic partnerships with Cansativa GmbH (“Cansativa”), Vitura Health Limited (“Vitura”), and other distributors, respectively, and our ability to successfully distribute the PEACE NATURALS® brand in Germany and the UK;
- expectations related to our announcement of cost-cutting measures, including our decision to wind down operations at our Winnipeg, Manitoba facility and list the facility for sale, the expected costs and benefits from the wind-down of production activities at the facility, challenges and effects related thereto as well as changes in strategy, metrics, investments, costs, operating expenses, employee turnover and other changes with respect thereto;
- expectations related to the impact of our decision to exit our U.S. hemp-derived cannabinoid product operations and any future plans to re-enter the U.S. market;
- the ongoing impact of our announced realignment (the “Realignment”) and any progress, challenges and effects related thereto as well as changes in strategy, metrics, investments, reporting structure, costs, operating expenses, employee turnover and other changes with respect thereto;
- our expectations as to the use of our facility in Stayner, Ontario (the “Peace Naturals Campus”);
- our ability to acquire raw materials from suppliers, including Cronos Growing Company Inc. (“Cronos GrowCo”), and the costs and timing associated therewith;
- expectations regarding the potential success of, and the costs and benefits associated with, our joint ventures, strategic alliances and equity investments;

- expectations related to the transaction by which we obtained majority control of the board of directors of Cronos GrowCo (the “Cronos GrowCo Transaction”), which qualified as a business combination under Accounting Standards Codification (“ASC”) 805, and the expansion of Cronos GrowCo’s purpose-built cultivation and processing facilities;
- our ability or plans to identify, develop, commercialize or expand our technology research and development (“R&D”) initiatives in cannabinoids, or the success thereof;
- expectations regarding revenues, expenses, gross margins and capital expenditures;
- expectations regarding our future production and manufacturing strategy and operations, the costs and timing associated therewith and the receipt of applicable production and sale licenses;
- the ongoing impact of the legalization of additional cannabis product types and forms for adult-use in Canada, including federal, provincial, territorial and municipal regulations pertaining thereto, the related timing and impact thereof and our intentions to participate in such markets;
- the legalization of the use of cannabis for medical or adult-use in jurisdictions outside of Canada, including the U.S. and Germany, the related timing and impact thereof and our intentions to participate in such markets, if and when such use is legalized;
- the grant, renewal, withdrawal, suspension, delay and impact of any license or supplemental license to conduct activities with cannabis or any amendments thereof;
- our ability to successfully create and launch brands and cannabis products;
- expectations related to the differentiation of our products, including through the utilization of rare cannabinoids;
- the benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, including CBD and other cannabinoids;
- laws and regulations and any amendments thereto applicable to our business and the impact thereof, including uncertainty regarding the application of U.S. state and federal law to cannabis and U.S. hemp (including CBD and other U.S. hemp-derived cannabinoids) products and the scope of any regulations by the U.S. Food and Drug Administration (the “FDA”), the U.S. Drug Enforcement Administration (the “DEA”), the U.S. Federal Trade Commission (the “FTC”), the U.S. Patent and Trademark Office (the “PTO”) and any state equivalent regulatory agencies over cannabis and U.S. hemp (including CBD and other U.S. hemp-derived cannabinoids) products, including the possibility marijuana is moved from Schedule I to Schedule III under the U.S. Controlled Substances Act;
- the anticipated benefits and impact of Altria Group, Inc.’s investment in the Company (the “Altria Investment”), pursuant to a subscription agreement dated December 7, 2018;
- uncertainties as to our ability to exercise our option (the “PharmaCann Option”) in PharmaCann Inc. (“PharmaCann”), in the near term or the future, in full or in part, including the uncertainties as to the status and future development of federal legalization of cannabis in the U.S. and our ability to realize the anticipated benefits of the transaction with PharmaCann;
- expectations regarding the implementation and effectiveness of key personnel changes;
- expectations regarding business combinations and dispositions and the anticipated benefits therefrom;
- expectations of the amount or frequency of impairment losses, including as a result of the write-down of intangible assets, including goodwill;
- the impact of the ongoing military conflict between Russia and Ukraine (and resulting sanctions) on our business, financial condition and results of operations or cash flows;
- our compliance with the terms of the settlement (the “Settlement Order”) with the SEC and the settlement agreement (the “Settlement Agreement”) with the Ontario Securities Commission (the “OSC”); and
- the impact of the loss of our ability to rely on private offering exemptions under Regulation D of the Securities Act of 1933, as amended (the “Securities Act”), and the loss of our status as a well-known seasoned issuer, each as a result of the Settlement Order.

Certain of the Forward-Looking Statements contained herein concerning the industries in which we conduct our business are based on estimates prepared by us using data from publicly available governmental sources, market research, industry analysis and on assumptions based on data and knowledge of these industries, which we believe to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. The industries in which we conduct our business involve risks and uncertainties that are subject to change based on various factors, which are described further below.

The Forward-Looking Statements contained herein are based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including: (i) our ability to effectively navigate developments related to the Anti-Dumping Investigation and the proposed anti-dumping duty to which the Company's imports would be subject and its impact on our operations in Israel; (ii) our ability to effectively navigate developments related to the Middle East Conflict and its impact on our employees and operations in Israel, the supply of product in the market and demand for product by medical patients in Israel; (iii) our ability to efficiently and effectively distribute our PEACE NATURALS® brand in Germany with our strategic partner Cansativa and in the UK and our ability to efficiently and effectively distribute products in Australia with our strategic partner Vitura; (iv) our ability to realize the expected cost-savings and other benefits related to the wind-down of our operations at our Winnipeg, Manitoba facility; (v) expectations related to the impact of our decision to exit our U.S. hemp-derived cannabinoid product operations; (vi) our ability to realize the expected cost-savings, efficiencies and other benefits of our Realignment and other announced cost-cutting measures and employee turnover related thereto; (vii) our ability to efficiently and effectively manage our operations at our Peace Naturals Campus; (viii) our ability to efficiently and effectively acquire raw materials on a timely and cost-effective basis from third parties or Cronos GrowCo; (ix) the timely completion of the expansion of Cronos GrowCo's purpose-built cannabis facility and the ability of Cronos GrowCo to repay the credit facility provided by Cronos; (x) our ability to realize anticipated benefits, synergies or generate revenue, profits or value from our business combinations and strategic investments; (xi) the production and manufacturing capabilities and output from our facilities and our joint ventures, strategic alliances and equity investments; (xii) government regulation of our activities and products including, but not limited to, the areas of cannabis taxation and environmental protection; (xiii) the timely receipt of any required regulatory authorizations, approvals, consents, permits and/or licenses; (xiv) consumer interest in our products; (xv) our ability to differentiate our products, including through the utilization of rare cannabinoids; (xvi) competition; (xvii) anticipated and unanticipated costs; (xviii) our ability to generate cash flow from operations; (xix) our ability to conduct operations in a safe, efficient and effective manner; (xx) our ability to hire and retain qualified staff and acquire equipment and services in a timely and cost-efficient manner; (xxi) our ability to exercise the PharmaCann Option and realize the anticipated benefits of the transaction with PharmaCann; (xxii) our ability to complete planned dispositions, and, if completed, obtain our anticipated sales price; (xxiii) general economic, financial market, regulatory and political conditions in which we operate; (xxiv) management's perceptions of historical trends, current conditions and expected future developments; and (xxv) other considerations that management believes to be appropriate in the circumstances. While our management considers these assumptions to be reasonable based on information currently available to management, there is no assurance that such expectations will prove to be correct.

By their nature, Forward-Looking Statements are subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. A variety of factors, including known and unknown risks, many of which are beyond our control, could cause actual results to differ materially from the Forward-Looking Statements in this Annual Report and other reports we file with, or furnish to, the SEC and other regulatory agencies and made by our directors, officers, other employees and other persons authorized to speak on our behalf. Such factors include, without limitation, negative impacts on our business and operations in Israel due to the Anti-Dumping Investigation, including that we may not be able to produce, import or sell our products in Israel as a result thereof; negative impacts on our employees, business and operations in Israel due to the Middle East Conflict, including that we may not be able to produce, import or sell our products or protect our people or facilities in Israel during the Middle East Conflict, the supply of product in the market and the demand for product by medical patients in Israel; that we may not be able to successfully continue to distribute our products in Germany, Australia and the UK or generate material revenue from sales in those markets; that we may not be able to achieve the anticipated benefits of the wind-down of our operations at our Winnipeg, Manitoba facility; that we may be unable to further streamline our operations and reduce expenses; that we may not be able to effectively and efficiently re-enter the U.S. market in the future; that we may not be able to access raw materials on a timely and cost-effective basis from third-parties or Cronos GrowCo; that Cronos GrowCo may not be able to complete the expansion of its purpose-built cannabis facility within a reasonable time or repay its borrowings under the credit facility provided by Cronos; the military conflict between Russia and Ukraine may disrupt our operations and those of our suppliers and distribution channels and negatively impact the demand for and use of our products; the risk that cost savings and any other synergies from the Altria Investment may not be fully realized or may take longer to realize than expected; failure to execute key personnel changes; that our Realignment and our further leveraging of our strategic partnerships will not result in the expected cost-savings, efficiencies and other benefits or will result in greater than anticipated turnover in personnel; that we may not be able to efficiently and effectively manage our operations, and any changes thereto, at our Peace Naturals Campus; lower levels of revenues; the lack of consumer demand for our products; our inability to manage disruptions in credit markets; unanticipated future levels of capital, environmental or maintenance expenditures, general and administrative and other expenses; failure to realize expected growth opportunities; the lack of cash flow necessary to execute our business plan (either within the expected timeframe or at all); difficulty raising capital; the potential adverse effects of judicial, regulatory or other proceedings, or threatened litigation or proceedings, on our business, financial condition, results of operations and cash flows; volatility in and/or degradation of general economic, market, industry or business conditions; compliance with applicable environmental, economic, health and safety, energy and other policies and regulations and in particular health concerns with respect to vaping and the use of cannabis and U.S. hemp products in vaping devices; the unexpected effects of actions of third parties such as competitors, activist investors or federal (including U.S. federal), state, provincial, territorial or local regulatory authorities or self-regulatory organizations; adverse changes in regulatory requirements in relation to our business and products; legal or regulatory obstacles that could prevent us from being able to exercise the PharmaCann Option and thereby realize the anticipated benefits of the transaction with PharmaCann; dilution of our fully diluted ownership of PharmaCann and the loss of our rights as a result of that dilution; our failure to improve our internal control environment and our

systems, processes and procedures; and the factors discussed under Part I, Item 1A “Risk Factors” in this Annual Report. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on Forward-Looking Statements.

Forward-Looking Statements are provided for the purposes of assisting the reader in understanding our financial performance, financial position and cash flows as of and for periods ended on certain dates and to present information about management’s current expectations and plans relating to the future, and the reader is cautioned not to place undue reliance on these Forward-Looking Statements because of their inherent uncertainty and to appreciate the limited purposes for which they are being used by management. While we believe that the assumptions and expectations reflected in the Forward-Looking Statements are reasonable based on information currently available to management, there is no assurance that such assumptions and expectations will prove to have been correct. Forward-Looking Statements are made as of the date they are made and are based on the beliefs, estimates, expectations and opinions of management on that date. We undertake no obligation to update or revise any Forward-Looking Statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such Forward-Looking Statements. The Forward-Looking Statements contained in this Annual Report and other reports we file with, or furnish to, the SEC and other regulatory agencies and made by our directors, officers, other employees and other persons authorized to speak on our behalf are expressly qualified in their entirety by these cautionary statements.

ITEM 1. BUSINESS

General

Cronos is incorporated under the laws of the Province of British Columbia with principal executive offices located at 4491 Concession Rd 12, Stayner, Ontario L0M 1S0. The Company's telephone number is +1-416-504-0004, the website is <https://thecronosgroup.com/> and the investor relations section of the website is <https://ir.thecronosgroup.com/>. All references to Cronos' website are inactive references, are for informational purposes only and are not intended to incorporate any information from or referenced on its website into this Annual Report.

Cronos common shares are currently listed on the Toronto Stock Exchange ("TSX") and on the NASDAQ Global Market ("Nasdaq") under the trading symbol "CRON."

Description of the Business

Overview

Cronos is an innovative global cannabinoid company committed to building disruptive intellectual property by advancing cannabis research, technology and product development. With a passion to responsibly elevate the consumer experience, Cronos is building an iconic brand portfolio. Cronos' diverse international brand portfolio includes Spinach[®], PEACE NATURALS[®] and Lord Jones[®].

Strategy

Cronos seeks to create value for shareholders by focusing on four core strategic priorities:

- growing a portfolio of iconic brands that responsibly elevate the consumer experience;
- developing a diversified global sales and distribution network;
- establishing an efficient global supply chain; and
- creating and monetizing disruptive intellectual property.

Cronos GrowCo Transaction

On June 20, 2024 the Company announced an additional investment in Cronos Growing Company Inc. ("Cronos GrowCo"), a cannabis cultivation company previously accounted for by the Company as an equity method investee, to fund the expansion of its cultivation operations (the "Cronos GrowCo Phase 2 Expansion"). On July 1, 2024, Cronos obtained majority control of the board of directors of Cronos GrowCo, which qualified as a business combination under ASC 805 *Accounting for Business Combination* (the "Cronos GrowCo Transaction") and began consolidating Cronos GrowCo's results of operations in its financial statements. Prior to July 1, 2024, the Company's investment in Cronos GrowCo consisted of an investment accounted for under the equity method and loans receivable from Cronos GrowCo.

Cronos GrowCo was formed in 2018, with the objective of cultivating and commercializing cannabis and cannabis products. Cronos GrowCo is licensed to sell certain cannabis products to other license holders in the wholesale channel, as well as to provincial cannabis control authorities. It is also licensed to export dried flower to Israel.

The Cronos GrowCo Phase 2 Expansion aims to bolster Cronos' supply capabilities and support future growth opportunities. The Cronos GrowCo Transaction and resulting facility expansion efforts are intended to enable Cronos to increase supply of Cronos' portfolio of genetics, as well as expand Cronos' international footprint with distribution to growing markets in Australia, Germany and the UK.

The expansion efforts at Cronos GrowCo's facility are underway. In the fourth quarter of 2024, Health Canada approved amendments to the site's perimeter. Cronos GrowCo expects to finish construction of the expanded cultivation and processing facilities in the second quarter of 2025, with first harvests and sales from the area expected to commence in the second half of 2025. Prior to the commencement of sales from the expanded facility, Cronos has the option to purchase up to 80% of Cronos GrowCo's total production. Once sales from the expanded area begin, Cronos will have the option to purchase up to 70% of the total production from the expanded facility. Cronos GrowCo sells the remaining portion of its supply through the wholesale channel in Canada and across markets internationally. The expansion of Cronos GrowCo is expected to position the Company to capitalize on domestic demand and meet international growth opportunities in the global cannabis market.

Organizational Realignments

Beginning in the second quarter of 2023, following the exit of its U.S. operations, Cronos began reporting through one consolidated segment, which includes operations in both Canada and Israel. In Canada, Cronos operates one wholly owned license holder under the Cannabis Act (Canada) (the "Cannabis Act"), Peace Naturals Project Inc. ("Peace Naturals"), which has production facilities near Stayner, Ontario (the "Peace Naturals Campus"). In addition, Cronos maintains a 50% equity interest in Cronos GrowCo, and as a result of the Cronos GrowCo Transaction, Cronos now consolidates the results of operations of Cronos GrowCo in its consolidated financial statements. In Israel, the Company operates under the Good Agricultural Practices ("IMC-GAP"), Good Manufacturing

Practices (“IMC-GMP”) and Good Distribution Practices (“IMC-GDP”) certifications required for the cultivation, production, distribution and marketing of medical cannabis products in Israel.

In November 2023, Cronos announced Peace Naturals had entered into an agreement for the sale and leaseback of the Peace Naturals Campus. That agreement was subsequently terminated pursuant to its terms during the second quarter of 2024. The Company plans to continue and expand operations at the Peace Naturals Campus.

In August 2023, Cronos announced the planned wind-down of Thanos Holdings Ltd., known as Cronos Fermentation (“Cronos Fermentation”), and has listed its production facility in Winnipeg, Manitoba (the “Cronos Fermentation Facility”) for sale. During the first quarter of 2024, in connection with the planned wind-down, Cronos ceased operations at the Cronos Fermentation Facility, all licenses associated with Cronos Fermentation were revoked and all Cronos Fermentation assets were classified as held-for-sale.

Operations and Investments

Peace Naturals Campus / Cronos GrowCo

The production facilities at the Peace Naturals Campus and the production facilities of Cronos GrowCo are licensed by Health Canada under the Cannabis Act to engage in the cultivation, processing, distribution and sale of dried flower, cannabis seeds, cannabis plants, cannabis extracts, cannabis topicals and cannabis edibles, among other prescribed activities.

Israel

In Israel, the Company operates under the IMC-GAP, IMC-GMP and IMC-GDP certifications required for the cultivation, production, distribution and marketing of medical cannabis products in Israel.

Operations Outside of Canada and Israel

Cronos anticipates that it will continue entering new markets and expanding in the geographic markets outside of Canada and Israel in which the Company currently participates. By leveraging operational, manufacturing and regulatory expertise, quality standards and procedures and intellectual property, the Company is well-positioned to effectively access these markets. Subject to applicable regulatory approvals, strategic international business opportunities pursued by Cronos could include:

- production, distribution, sales and marketing in jurisdictions that have passed legislation to legalize the production, distribution and possession of cannabis products at all relevant levels of government; and
- the export of cannabis products to markets that permit the import of such products.

Cronos distributes PEACE NATURALS® branded products along with other white-labeled cannabis products in the German medical market through its strategic partnership with Cansativa, a leading German cannabis company. The Company distributes PEACE NATURALS® branded products in the UK medical market through a strategic partnership. In Australia, the Company distributes cannabis products through a distribution relationship with Vitura (formerly known as Cronos Australia Limited).

Cronos seeks to conduct business only in jurisdictions where Cronos has determined it is legal to do so and where such operations remain compliant with its TSX and Nasdaq listing obligations. Determining whether a business activity is legal in a jurisdiction may require judgment since laws, rules, regulations and licenses may not be clear and legal interpretation and advice of counsel may vary. If a business activity in which Cronos engages in any jurisdiction is determined to be illegal, the Company could be subject to fines, penalties, reputational harm, delisting from securities exchanges and material civil, criminal and regulatory litigation and proceedings or be enjoined from doing business in the applicable jurisdiction. See “*Risk Factors—Risks Relating to Regulation and Compliance—We operate in highly regulated sectors where the regulatory environment is rapidly developing, and we may not always succeed in complying fully with applicable regulatory requirements in all jurisdictions where we carry on business.*”

Joint Ventures/Strategic Investments

Cronos has established two strategic joint ventures in Canada and Israel. Additionally, the Company held approximately 9.5% of the issued capital of Vitura, which is accounted for as equity securities with a readily determinable fair value, and approximately 13.7% of the issued capital of NatuEra S.à.r.l. (“Natuera”), which is accounted for as equity securities without a readily determinable fair value, as of December 31, 2024. On February 12, 2025, Vitura issued an additional 74,814,757 shares, diluting the Company’s ownership percentage down to approximately 8.4%.

The Company's ownership interest in each joint ventures is summarized in the table below.

Joint Venture	Jurisdiction	Ownership Interest ⁽ⁱ⁾
Cronos Israel ⁽ⁱⁱ⁾	Israel	70%/90%
Cronos GrowCo ⁽ⁱⁱⁱ⁾	Canada	50%

⁽ⁱ⁾ The Company defines ownership interest as the proportionate share of net income to which the Company is entitled; equity interest may differ from ownership interest shown above. The Company consolidates the financial results of Cronos Israel and Cronos GrowCo and accounts for other joint ventures under the equity method of accounting. See Note 1 "Background, Basis of Presentation, and Summary of Significant Accounting Policies" and Note 5 "Investments" to its consolidated financial statements in Item 8 of this Annual Report.

⁽ⁱⁱ⁾ A strategic joint venture with Kibbutz Gan Shmuel, an Israeli agricultural collective settlement, for the production, manufacturing and global distribution of medical cannabis, consisting of a cultivation company (Cronos Israel G.S. Cultivation Ltd.), a manufacturing company (Cronos Israel G.S. Manufacturing Ltd.), a distribution company (Cronos Israel G.S. Store Ltd.) and a pharmacy company (Cronos Israel G.S. Pharmacy Ltd.), collectively, "Cronos Israel." The Company holds a 70% equity interest in the cultivation company and a 90% equity interest in each of the manufacturing, distribution and pharmacy companies.

⁽ⁱⁱⁱ⁾ A strategic joint venture with a group of investors led by Bert Mucci (the "Greenhouse Partners"), a Canadian large-scale greenhouse operator. Each of Cronos and the Greenhouse Partners owns a 50% equity interest in Cronos GrowCo. On July 1, 2024, the Company obtained majority control of the board of directors of Cronos GrowCo, which qualified as a business combination under ASC 805.

Strategic Investment in PharmaCann, Inc.

On June 14, 2021, Cronos USA Holdings Inc., a wholly owned subsidiary of the Company, purchased an option (the "PharmaCann Option"), with an exercise price of \$0.0001 per share, to acquire an approximately 10.5% ownership stake in PharmaCann, Inc. ("PharmaCann") on a fully diluted basis for total consideration of approximately \$110.4 million. PharmaCann is a leading vertically integrated U.S. cannabis company that has a broad geographic footprint in the U.S. and has built an efficient, effective and scalable operating model. The PharmaCann Option exercise will be based upon various factors, including the status of U.S. federal cannabis legalization, as well as regulatory approvals, including in the states where PharmaCann operates that may be required upon exercise. Following the exercise of the PharmaCann Option, the Company and PharmaCann will enter into commercial agreements that would permit each party to offer its products through the other party's distribution channels.

As of December 31, 2024, the Company's ownership percentage in PharmaCann on a fully diluted basis was approximately 5.8%. Under the terms of the Company's investment in PharmaCann, the Company's rights to nominate an observer or a director to the PharmaCann board of directors could be lost if the Company's ownership drops below 6% on a fully diluted basis and it sells or transfers all or any portion of the option (subject to certain exceptions).

No U.S. Schedule I Cannabis-Related Activities

Although several states in the U.S. have authorized the cultivation, distribution or possession of U.S. Schedule I cannabis and U.S. Schedule I cannabis containing products to various degrees and subject to various requirements or conditions, U.S. Schedule I cannabis continues to be a Schedule I controlled substance under the U.S. Controlled Substances Act (the "CSA"). Therefore, the cultivation, manufacture, distribution and possession of U.S. Schedule I cannabis violates federal law in the U.S. unless a U.S. federal agency, such as the DEA, grants a registration for a specific activity, such as research, with U.S. Schedule I cannabis.

Cronos does not engage in any activities related to U.S. Schedule I cannabis in the U.S.

Brand Portfolio

Cronos is committed to building a portfolio of iconic brands that responsibly elevate the consumer experience.

In Canada, Cronos sells a variety of cannabis products through wholesale channels under both our core adult-use brands, Spinach® and Lord Jones®, and under its core medical brand, PEACE NATURALS®. In addition, PEACE NATURALS® cannabis products are currently available in the Israeli, German and the UK medical markets.



Brand Positioning	Mainstream adult-use	Medical	Premium adult-use
Product Offering	Dried flower, pre-rolls, vaporizers, edibles, tinctures	Dried flower, pre-rolls, tinctures	Pre-rolls, vaporizers, edibles
Geographic Availability	Canada	Canada, Israel, Germany, & the UK	Canada

Adult-Use Brands

Spinach® is a mainstream adult-use cannabis brand focused on friends, fun and legendary cannabis. The Spinach® brand portfolio includes cannabinoid products in a wide range of formats including dried flower, pre-rolls, vaporizers, edibles and tinctures.

Lord Jones® is a premium adult-use cannabis brand that goes above and beyond to unlock differentiated ways to experience cannabis. The Lord Jones® brand portfolio includes cannabis products in the pre-roll, vaporizer and edible categories.

Medical Brand

PEACE NATURALS® is a global medical brand committed to producing high-quality cannabis products. It is focused on building and shaping the global medical market. The Company currently distributes products under the PEACE NATURALS® brand for the Canadian market and the Israeli, German, and UK medical markets.

Cronos Marketing Code

In 2021, Cronos released its Marketing Code, which is designed to responsibly move the emerging cannabis industry forward. Cronos believes that those below the legal age of consumption should not be targeted in an adult-use cannabis market. Cronos recognizes there is a clear need for standards.

The principles in the Cronos Marketing Code apply to all marketing activities of all Cronos brands globally and the Company strives to communicate these principles to all business partners as part of any work they do on the Company's behalf. The Marketing Code represents Cronos' commitment to responsible marketing standards. The code standards are:

- Cronos advertising will be targeted to adults.
- Cronos will highlight responsible cannabis consumption and any people depicted in any imagery will be adults.
- Brand websites and social media will be designed for adults.
- All packaging will be child resistant. Cronos encourages parents to store products securely in their homes, out of sight and reach of children.
- Cronos marketing events will be targeted to adults and will promote responsible cannabis consumption.
- Cronos will provide customers with facts and substantiate its claims.

Global Sales and Distribution - Principal Markets

Cronos has developed a diversified global sales and distribution network. The Company has built a distribution footprint in Canada through the adult-use and medical markets, as well as markets and distribution channels outside of Canada.

Canadian Market and Distribution

- Adult-Use. Cronos currently sells dried flower, pre-rolls, vaporizers edibles, and tinctures through its core adult-use brands, Spinach® and Lord Jones®, to cannabis control authorities in all provinces of Canada and the Yukon territory, except Saskatchewan, where the Company sells to private-sector retailers, subject to the relevant provincial or territorial product or other restrictions and requirements. As the Company's supply chain grows, Cronos continues to expand its portfolio of cannabis products for the existing markets in Canada.
- Medical Market. Cronos sells cannabis products under the PEACE NATURALS®, Spinach® and Lord Jones® brands to medical cannabis users in Canada through various third-party distributors.

Markets and Distribution Outside of Canada

- Israel. Cronos Israel holds the IMC-GAP, IMC-GMP and IMC-GDP certifications required for the cultivation, production, distribution and marketing of medical cannabis products in Israel. Cronos Israel distributes PEACE NATURALS® branded cannabis products to the Israeli medical market through pharmacies. See “—*Licenses and Regulatory Framework in Israel.*”
- Germany. In September 2023, Cronos established a strategic partnership with Cansativa, a leading German cannabis company, to distribute PEACE NATURALS® branded products along with other white-labeled cannabis products in the German medical market.
- United Kingdom. In February 2024, Cronos expanded into the UK by shipping its first batch of PEACE NATURALS® medical cannabis flower to this emerging market, through a partnership with a third-party distributor of prescribed cannabis products.
- Australia. Cronos distributes cannabis products in Australia through a distribution relationship with Vitura (formerly known as Cronos Australia Limited).

Additionally, Cronos GrowCo has sold products in the wholesale channel into the markets listed above as well as Portugal. Cronos continues to seek new international distribution channels in jurisdictions that have legalized the production, distribution and possession of cannabis products at all relevant levels of government.

Global Supply Chain

Cronos is focused on establishing an efficient global supply chain by seeking to develop industry-leading methodologies and best practices at the cultivation and processing facilities of Cronos GrowCo (the “Cronos GrowCo Facility”) and the Peace Naturals Campus and leveraging this expertise to create beneficial production partnerships. The Company plans to continue to develop a global supply chain, which will employ a combination of wholly-owned production facilities, third party suppliers and global production partnerships, all of which will support the manufacturing of cannabinoid-based consumer goods.

- Peace Naturals Campus. The Peace Naturals Campus is licensed for cannabis production and the manufacturing of certain cannabis products. The Peace Naturals Campus is engaged in production, processing, finishing, packaging and shipping activities, as well as R&D activities, including cannabinoid product formulation, product development, tissue culture and micro propagation. In the fourth quarter of 2023, Cronos announced that its wholly owned subsidiary entered into an agreement for the sale and leaseback of the Peace Naturals Campus, subject to the terms and conditions set forth therein. That agreement was subsequently terminated pursuant to its terms during the second quarter of 2024. The Company plans to continue and expand operations at the Peace Naturals Campus.
- Cronos GrowCo. The Cronos GrowCo Facility is licensed for cannabis production and the manufacturing of certain cannabis products. Under its current licenses, Cronos GrowCo is permitted to sell certain cannabis products to other license holders in the wholesale channel, as well as to provincial cannabis control authorities. Cronos GrowCo holds Global GAP and ICANN GAP certifications (equivalent to IMC-GAP) for the export of dried flower to Israel. In the second quarter of 2024, the Company entered into an amended and restated supply agreement with Cronos GrowCo (the “Cronos GrowCo Supply Agreement”), pursuant to which the Company has the right, but not the obligation, to purchase up to 80% of Cronos GrowCo’s total production prior to the commencement of sales from the Phase 2 expansion area of the Cronos GrowCo Facility. Thereafter, Cronos will have the option to purchase up to 70% of Cronos GrowCo’s total production from the Cronos GrowCo Facility. Cronos GrowCo supplies products to Canada, Israel and several other international markets.
- Cronos Israel. Cronos Israel holds the IMC-GAP, IMC-GMP and IMC-GDP certifications required for the cultivation, production, distribution and marketing of medical cannabis products in Israel. Cronos Israel distributes PEACE NATURALS® branded cannabis products to the Israeli medical market. See “—*Licenses and Regulatory Framework in Israel*” for more information on the Company’s licenses in Israel.
- Third-party Supply and Manufacturing Agreements. In the ordinary course of business, the Company enters into spot market purchase agreements and supply agreements with suppliers of dried flower and other cannabis products to supply its global markets. These supply agreements, for the most part, do not oblige Cronos to purchase minimum quantities of products and generally contain provisions permitting cancellation of orders or termination on notice. Contract manufacturing agreements are entered with other license holders for certain manufacturing and processing services related to Cronos products.

Major Customers

Major customers are customers for which sales equaled or exceeded 10% of our consolidated net revenues for the year. In 2024, there were two major customers, Ontario Cannabis Retail Corporation and Alberta Gaming, Liquor and Cannabis Commission, which accounted for approximately 32% and 17%, respectively, of the Company’s consolidated net revenues, before excises taxes, for the year ended December 31, 2024. The Company verifies the customers’ liquidity prior to the authorization of material transactions for the purpose of mitigating credit risk.

Government Contracts

In Canada, Cronos sells cannabis products to cannabis control authorities in all provinces of Canada and the Yukon territory, except for Saskatchewan (where cannabis products are sold directly to private-sector retailers). Each such cannabis control authority is the sole wholesale distributor in the province, except in Manitoba (where the Company distributes cannabis products through private-sector distributors authorized by the provincial cannabis control authority), and in certain provinces, the sole retailer, of cannabis products. These products are sold to the various cannabis control authorities under supply agreements that are subject to terms that allow for renegotiation of sale prices and termination at the election of the applicable cannabis control authority. In particular, the cannabis control authorities have in the past and may in the future choose to stop purchasing Cronos products, may change the prices at which they purchase products, may return products to Cronos and, in certain circumstances, may cancel purchase orders at any time including after products have been shipped. For the year ended December 31, 2024, the Company made approximately \$119.9 million in sales to cannabis control authorities in Canada.

Research and Development Activities and Intellectual Property

Ginkgo

The collaboration between Ginkgo Bioworks Holdings, Inc. (“Ginkgo”) and Cronos (the “Ginkgo Strategic Partnership”) was intended to enable the efficient production of cultured cannabinoids at a commercial scale. Amended in June 2021 to accelerate commercialization, the collaboration and license agreement (the “Ginkgo Collaboration Agreement”) led to Cronos launching its first cultured cannabinoid product containing cannabigerol (“CBG”) in 2021. These cultured cannabinoid molecules, produced through fermentation-based biological manufacturing, are identical to plant-derived cannabinoids and include rare cannabinoids that may be challenging to produce at high purity and scale via traditional methods. Leveraging the fermentation infrastructure at Cronos Fermentation, the Ginkgo Strategic Partnership facilitated large-scale production of these cannabinoids using custom yeast strains. In August 2023, Cronos announced the planned wind-down and sale of Cronos Fermentation and has listed the Cronos Fermentation Facility for sale. As a result, Cronos is no longer operating facilities that leverage the patented intellectual property under the Ginkgo Strategic Partnership. Cronos may still utilize this intellectual property through production at its Peace Naturals Campus or via contract manufacturers and continues incorporating cultured cannabinoids into products sold in Canada. Ginkgo has also filed patent applications to protect the biosynthesis methods developed under the partnership, with Cronos holding exclusive licensing rights for target cannabinoids covered by these patents.

Cronos Fermentation Facility

The Cronos Fermentation Facility is a fermentation and manufacturing facility in Winnipeg, Manitoba. The facility provided the fermentation and manufacturing capabilities used to capitalize on the Ginkgo Strategic Partnership, by enabling Cronos to produce the target cannabinoids contemplated under the Ginkgo Collaboration Agreement. In August 2023, Cronos announced the planned wind-down of Cronos Fermentation and has listed the Cronos Fermentation Facility for sale. During the first quarter of 2024, the Company ceased operations at the Cronos Fermentation Facility.

Discontinued Operations

In the second quarter of 2023, Cronos exited its U.S. hemp-derived cannabinoid product operations. The exit of the U.S. operations represented a strategic shift that had a major effect on Cronos’ operations and financial results, and as such, qualified for reporting as discontinued operations in our consolidated statements of net income (loss) and comprehensive income (loss). Prior period amounts have been reclassified to reflect the discontinued operations classification of the U.S. operations. For further detail on the discontinuation of the U.S. operations, see Note 3 “*Discontinued Operations*” to the consolidated financial statements under Item 8 of this Annual Report.

Competitive Conditions

Competitive Conditions in Canada

The Company faces competition in all aspects of its business in the Canadian adult-use and medical markets. As the demand for cannabis increases as a result of the legalization of adult-use cannabis in Canada under the Cannabis Act, Cronos believes that new competitors will continue to enter the market.

The principal factors on which Cronos competes with other Canadian license holders are product quality, cost of production, innovation, intellectual property, brand recognition and price. The Company believes its strong capitalization resulting from the Altria Investment, along with the Spinach® and Lord Jones® brand recognition and differentiation in the Canadian adult-use market and Cronos GrowCo’s efficient and expanding operations functioning as a source of supply, will enable Cronos to develop better quality consumer products, grow its Canadian business and strengthen its market position in Canada. However, an evolving and stringent federal regulatory framework affects all areas of the business. See “*Business—Regulatory Framework in Canada*” for further information on the regulatory framework applicable to the Canadian business.

Cronos also faces competition from illegal market participants that are unlicensed and unregulated. As these illegal market participants do not comply with the regulations governing the cannabis industry, their operations may also have significantly lower costs and their products may be more easily accessible by consumers. Any inability of the Canadian federal or provincial law enforcement authorities to enforce existing laws prohibiting the unlicensed cultivation, production, distribution, marketing and sale of cannabis and cannabis-based products could result in the perpetuation of the illegal market for cannabis, which may have adverse effects on Cronos’ business and the perception of cannabis use.

In addition to competition from illegal market participants, Cronos faces competition from licensed cannabis competitors that fail to comply with the regulations governing the cannabis industry when developing and selling cannabis products. If regulatory authorities are delayed in, or fail to, effectively restrict the sale and distribution of these non-compliant cannabis products, such regulatory non-compliance by our competitors may have adverse effects on Cronos’ business and the perception of cannabis use.

Competitive Conditions Outside of Canada

Cronos faces competition when entering new markets. The principal factors on which the Company competes are product quality, cost of production, innovation, intellectual property, brand recognition, price and physician familiarity. Cronos believes it is positioned to enter certain markets in Europe in a meaningful way while continuing to operate and penetrate the markets in which it currently participates, such as in Israel, Germany and the UK, due to the strong capitalization resulting from the Altria Investment, extensive experience and expertise in the highly regulated cannabis industry in Canada, which can be leveraged when entering new markets or growing existing operations, and strong partnerships with local distributors. The Company believes these factors will enable a greater market penetration, provide a greater variety of quality consumer products facilitate entry into new markets and strengthen its existing market position in Europe, the UK, Australia and Israel. However, a patchwork of regulatory frameworks and regulations in these various regions also affects the Company's ability to compete in emerging markets as evolving regulations and frameworks have the potential to affect all areas of the business.

Altria Strategic Investment

Altria Investment and Investor Rights Agreement

As of December 31, 2024, Altria beneficially owned 40.9% of Cronos' common shares and had the right to acquire additional common shares under its pre-emptive and top-up rights as discussed under "*Pre-Emptive Rights and Top-Up Rights*" below.

Investor Rights Agreement

In connection with the Altria Investment, Cronos entered into the Investor Rights Agreement with Altria pursuant to which Altria received certain governance rights that are summarized below.

Board Representation

The Investor Rights Agreement provides that, for so long as Altria and certain of its affiliates (the "Altria Group") continue to beneficially own at least 40% of Cronos' issued and outstanding common shares and the size of Cronos' board of directors (the "Board") is seven directors, Cronos agrees to nominate for election as directors to the Board four individuals designated by Altria (the "Altria Nominees"). In addition, for so long as the Altria Group continues to beneficially own greater than 10% but less than 40% of Cronos' issued and outstanding common shares, Altria is entitled to nominate a number of Altria Nominees that represents its proportionate share of the number of directors comprising the Board (rounded up to the next whole number) based on the percentage of Cronos' issued and outstanding common shares beneficially owned by the Altria Group at the relevant time. At least one Altria Nominee must be independent as long as Altria has the right to designate at least three Altria Nominees and the Altria Group's beneficial ownership of Cronos' issued and outstanding common shares does not exceed 50%.

The Investor Rights Agreement also provides that, subject to certain exceptions, for so long as Altria is entitled to designate one or more Altria Nominees, Cronos agrees to appoint to each committee established by the Board such number of Altria Nominees that represents Altria's proportionate share of the number of directors comprising the applicable Board committee (rounded up to the next whole number) based on the percentage of Cronos' issued and outstanding common shares beneficially owned by the Altria Group at the relevant time.

Approval Rights

The Investor Rights Agreement also grants Altria, until the Altria Group beneficially owns less than 10% of Cronos' issued and outstanding common shares, approval rights over certain transactions that the Company may undertake. Cronos agreed that, among other things, it will not (and will use commercially reasonable efforts to cause its affiliates not to), without the prior written consent of Altria:

- consolidate or merge into or with another person or enter into any similar business combination;
- acquire any shares or similar equity interests, instruments convertible into or exchangeable for shares or similar equity interests, assets, business or operations with an aggregate value of more than C\$100,000,000, in a single transaction or a series of related transactions;
- sell, transfer, cause to be transferred, exclusively license, lease, pledge or otherwise dispose of any of the Company's or its significant subsidiaries' assets, business or operations in the aggregate with a value of more than C\$60,000,000;
- except as required by applicable law, make any changes to Cronos' policy with respect to the declaration and payment of any dividends on its common shares;
- subject to certain exceptions, enter into any contract or other agreement, arrangement, or understanding with respect to, or consummate, any transaction or series of related transactions between Cronos or any of its subsidiaries, on the one hand, and any related parties, on the other hand, involving consideration or any other transfer of value required to be disclosed pursuant to Item 404 of Regulation S-K promulgated pursuant to the Securities Act; or

- engage in the production, cultivation, advertisement, marketing, promotion, sale or distribution of cannabis or any Related Products and Services (as defined in the Investor Rights Agreement) in any jurisdiction, including the U.S., where such activity is prohibited by applicable law as of the date of the Investor Rights Agreement (subject to certain limitations).

Exclusivity Covenant

Pursuant to the terms of the Investor Rights Agreement, until the earlier of:

- the six-month anniversary of the date on which the Altria Group beneficially owns less than 10% of Cronos' issued and outstanding common shares; and
- the six-month anniversary of the termination of the Investor Rights Agreement,

Altria has agreed to make Cronos its exclusive partner for pursuing cannabis opportunities throughout the world (subject to certain limited exceptions).

Pre-Emptive Rights and Top-Up Rights

Pursuant to the terms of the Investor Rights Agreement and provided the Altria Group continues to beneficially own at least 20% of Cronos' issued and outstanding common shares, Altria has a right to purchase, directly or indirectly by another member of the Altria Group, upon the occurrence of certain issuances of common shares by Cronos (including issuances of common shares to Ginkgo under the Ginkgo Collaboration Agreement (each, a "Ginkgo Issuance")) (each, a "Triggering Event") and subject to obtaining the necessary approvals, up to such number of common shares issuable in connection with the Triggering Event which will, when added to Cronos' common shares beneficially owned by the Altria Group immediately prior to the Triggering Event, result in the Altria Group beneficially owning the same percentage of Cronos' issued and outstanding common shares that the Altria Group beneficially owned immediately prior to the Triggering Event (in each case, calculated on a non-diluted basis). The price per common share to be paid by Altria pursuant to the exercise of these pre-emptive rights will be, subject to certain limited exceptions, the same price per common share at which the common shares are sold in the relevant Triggering Event; provided that if the consideration paid in connection with any such issuance is non-cash, the price per common share that would have been received had such common shares been issued for cash consideration will be determined by an independent committee (acting reasonably and in good faith); provided further that the price per common share to be paid by Altria pursuant to the exercise of its pre-emptive rights in connection with a Ginkgo Issuance will be C\$16.25 per common share.

In addition to (and without duplication of) the aforementioned pre-emptive rights, the Investor Rights Agreement provides Altria with top-up rights, exercisable on a quarterly basis, whereby, subject to obtaining the necessary approvals and for so long as the Altria Group beneficially owns at least 20% of Cronos' issued and outstanding common shares, Altria has the right to subscribe for such number of common shares in connection with any Top-Up Securities (as defined below) that Cronos may, from time to time, issue after the date of the Investor Rights Agreement, as will, when added to the Cronos common shares beneficially owned by the Altria Group prior to such issuance, result in the Altria Group beneficially owning the same percentage of Cronos' issued and outstanding common shares that the Altria Group beneficially owned immediately prior to such issuance. "Top-Up Securities" means any Cronos common shares issued:

- on the exercise, conversion or exchange of Cronos convertible securities issued prior to the date of the Investor Rights Agreement or on the exercise, conversion or exchange of Cronos convertible securities issued after the date of the Investor Rights Agreement in compliance with the terms of the Investor Rights Agreement, in each case, excluding any of Cronos convertible securities owned by any member of the Altria Group;
- pursuant to any share incentive plan of the Company;
- on the exercise of any right granted by Cronos pro rata to all shareholders to purchase additional common shares and/or other securities of the Company (other than a right issued in a rights offering in which Altria had the right to participate);
- in connection with bona fide bank debt, equipment financing or non-equity interim financing transactions with Cronos' lenders, in each case, with an equity component; or
- in connection with bona fide acquisitions (including acquisitions of assets or rights under a license or otherwise), mergers or similar business combination transactions or joint ventures undertaken and completed by Cronos, in each case, other than (A) common shares issued pursuant to Altria's pre-emptive right and (B) common shares issued pursuant to the Ginkgo Collaboration Agreement.

The price per common share to be paid by Altria pursuant to the exercise of its top-up rights will be, subject to certain limited exceptions, the volume-weighted average price of Cronos common shares on the TSX for the 10 full trading days preceding such exercise by Altria; provided that the price per common share to be paid by Altria pursuant to the exercise of its top-up rights in connection with the issuance of common shares pursuant to the exercise of options or warrants that were outstanding on the date of closing of the Altria Investment will be C\$16.25 per common share without any set off, counterclaim, deduction or withholding.

Open Market Purchases

The Altria Group is permitted to acquire Cronos common shares in the open market at any time and in any amount.

Registration Rights

The Investor Rights Agreement provides Altria with the right, subject to certain limitations and to the extent permitted by applicable law, to require Cronos to use reasonable commercial efforts to file a prospectus under applicable securities laws and/or a registration statement, qualifying Cronos common shares held by Altria for distribution in Canada and/or the U.S. In addition, the Investor Rights Agreement provides Altria with the right to require Cronos to include its common shares held by Altria in any proposed distribution of common shares in Canada and/or the U.S. by Cronos for its own account.

Commercial Arrangements

In connection with the Altria Investment, Cronos and Altria have entered into certain commercial arrangements (the “Commercial Arrangements”), pursuant to which Altria may provide Cronos with consulting services on matters which may include R&D, marketing, advertising and brand management, government relations and regulatory affairs, finance, tax planning, logistics and other corporate administrative matters. The services under the Commercial Arrangements are provided on customary terms and for a services fee payable by Cronos that is equal to Altria’s reasonably allocated costs plus 5%.

Protection of Intangible Assets

The ownership and protection of Cronos’ intellectual property rights is a significant aspect of its future success. Currently, the Company relies on trademarks, patents, copyrights, trade secrets, technical know-how and proprietary information. Cronos seeks to protect its intellectual property by strategically seeking and obtaining registered protection where appropriate, developing and implementing standard operating procedures to protect inventions, germplasm, trade secrets, technical know-how and proprietary information and entering into agreements with parties that have access to its inventions, germplasm, trade secrets, technical know-how and proprietary information, such as its partners, collaborators, employees and consultants, to protect confidentiality and ownership. The Company also seeks to preserve the integrity and confidentiality of its inventions, germplasm, trade secrets, trademarks, technical know-how and proprietary information by maintaining physical security of its premises and physical and electronic security of its information technology systems.

In addition, trademark protections have been sought in many jurisdictions, including Canada, the U.S., Israel, European Union (the “EU”), Australia and China. Cronos’ ability to obtain registered trademark protection for cannabis-related goods and services, in particular for cannabis itself, may be limited in certain countries outside of Canada. For example, in the U.S., registered federal trademark protection is only available for goods and services that can be lawfully used in interstate commerce; the PTO is not currently approving any trademark applications for U.S. Schedule I cannabis, or certain goods containing U.S. hemp-derived CBD (such as dietary supplements and food) until the FDA provides clearer guidance on the regulation of such products. In the EU, trademarks cannot be obtained for products that are “contrary to public policy or accepted principles of morality.” Accordingly, the Company’s ability to obtain intellectual property rights and enforce intellectual property rights against third-party uses of similar trademarks may be limited in certain jurisdictions.

Human Capital Resources

Cronos employees are critical in achieving its mission. In order to compete and succeed in a highly competitive and rapidly evolving industry, it is crucial that Cronos continue to attract, develop, motivate and retain skilled, talented and passionate employees. The Company’s people strategy seeks to build a winning team and to foster a community of mission-driven people, where everyone feels empowered to do their best work.

As of December 31, 2024 Cronos had 459 full-time employees. Of the full-time employees, 356 were in Canada, 45 were in the U.S., and 58 were in Israel. No employees are represented by a labor union or covered by a collective bargaining agreement.

Compensation and Benefits. The Company’s compensation program is designed to attract, motivate and reward talented individuals who possess the skills necessary to support Cronos’ business objectives, assist in the achievement of the strategic goals and create long-term value for Cronos shareholders. The Company believes it offers competitive compensation and benefits in each of its locations, including long-term equity awards to eligible employees under its 2020 Omnibus Equity Incentive Plan to reward and retain talented individuals and align employee and shareholder interests.

Safety, Health and Well-being. The safety, health and well-being of employees is paramount to the Company. Cronos provides employees and their families with access to a variety of health and welfare programs, including benefits that support their physical and mental health by providing tools and resources to help them improve or maintain their health status. See “*Risk Factors—Risks Relating to Operations in Israel*” for risks to the safety, health and well-being of employees in Israel due to the Middle East Conflict.

Employee Engagement, Development and Training. Cronos is committed to providing development opportunities for employees, building an agile and resilient organization and fostering a workforce with the skillset to effectively adapt to changing business needs in order to best position the Company for success. The Company seeks to foster a culture of employee learning, innovation and a drive to succeed through a talent development strategy that adapts to changing business needs. Management is an active enabler of the people strategy to recruit, retain and engage talent that will maximize business performance. Employees are enabled to succeed through the Company’s communicated behaviors, development training opportunities, performance management program and pay for performance philosophy, and using their voice in its employee engagement survey.

Inclusion, Belonging and Ethical Business Practices. Cronos believes that maintaining a work environment that supports a wide range of experiences and perspectives, and where all employees feel a sense of belonging, allows the Company to benefit from all available talent and enhances, among other things, organizational strength, problem-solving ability and opportunity for innovation. Cronos continues to focus on a strategy to support further progress. Cronos is committed to fair hiring, development, and promotion of employees. Cronos is actively reviewing ethical business practices across the Company to drive progress. The Company maintains a whistleblower policy and anonymous hotline for the confidential reporting of any suspected policy violations and provides training and education to its global workforce with respect to the Code of Business Conduct and Ethics and related policies.

Regulatory Framework in Canada

Federal Regime

The Cannabis Act provides a licensing and permitting scheme for, among other things, the cultivation, processing, testing, packaging, labeling, distribution, sale, possession and disposal of adult-use cannabis, implemented by regulations promulgated under the Cannabis Act (the “Cannabis Regulations”). The Cannabis Act and Cannabis Regulations include, among other things, strict specifications for the plain packaging and labeling and analytical testing of all cannabis products as well as stringent physical and personnel security requirements for all federally licensed cultivation, processing and sales sites.

Health Canada allows license holders to export cannabis products with appropriate export permits. Export permits issued by Health Canada are specific to each shipment and may only be obtained for medical or scientific purposes. To apply for a permit to export cannabis, a license holder must submit significant information to Health Canada including information about the substance to be exported (including description, intended use, quantity) and the importer. As part of the application, applicants are also generally required to provide a copy of the import permit issued by a competent authority in the jurisdiction of final destination and to make a declaration to Health Canada that the shipment does not contravene the laws of the jurisdiction of the final destination or any country of transit or transshipment.

The Cannabis Act required the federal government to conduct a review of the Cannabis Act after three years, which commenced in September 2022. The scope of this statutory review included, among other things, consideration of (i) the administration and operation of the Cannabis Act, (ii) the impact of the Cannabis Act on public health, (iii) the health and consumption habits of young persons, (iv) the impact of cannabis on indigenous persons and communities and (v) the impact of the cultivation of cannabis plants in a dwelling-house. The final report of an independent expert panel on a review of the Cannabis Act was published in March 2024 and contains a variety of recommendations, some of which could adversely affect Cronos’ business. For example, recommendation 27 suggests reforms to the excise tax regime which would apply progressively larger duties on cannabis products with higher quantities or concentrations of THC or other intoxicating cannabinoids.

In June 2021, Health Canada opened a consultation on proposed amendments to the Cannabis Regulations that would restrict the use of certain flavors other than the flavor of cannabis in inhaled cannabis extracts as it claims that the availability of flavors is one of the factors that contributes to the increase in cannabis vaping in youth and young adults. The proposed amendments include restrictions that would apply to the production, sale, promotion, packaging and labelling of inhaled cannabis extracts from having a flavor, other than the flavor of cannabis. The consultation closed in September 2021 and afterwards the Minister of Health and the Minister of Mental Health and Addictions and Associate Minister of Health appointed an expert panel to conduct a review, as described above. Health Canada is reviewing the expert panel’s final report recommendations that were published in March 2024 before determining how to proceed with any further restrictions on flavors in inhaled cannabis extracts.

In June 2024, the draft amendments to the Cannabis Regulations and orders concerning cannabis were published for a 30-day comment period. The proposed amendments are intended to reduce regulatory and administrative burden for regulated parties and support diversity and competition in the legal cannabis market, while continuing to meet the public health and public safety objectives of the Cannabis Act. The proposed amendments are supported by conclusions and recommendations from the independent expert panel’s final report that was published in March 2024 (as described above) with proposed targeted amendments in five areas: (1) licensing, (2) personnel and physical security measures, (3) production requirements, (4) packaging and labelling, and (5) record-keeping and reporting. The consultation closed in July 2024 and Health Canada is reviewing the comments received through the public consultation. The proposed amendments are not yet effective.

In December 2023, Health Canada released guidance on cannabis products deliberately made with intoxicating cannabinoids other than delta-9-tetrahydrocannabinol. Health Canada defines “intoxicating cannabinoids” as cannabinoids that bind to and activate the type 1 cannabinoid receptor (“CB1 receptor”). This guidance recommends that license holders apply the regulatory controls currently applicable to THC to all other cannabinoids that Health Canada defines as “intoxicating cannabinoids” in order to minimize the risks of accidental consumption, overconsumption and adverse effects. Provincial cannabis regulators have adopted Health Canada’s recommendation in various approaches. For example, the Nova Scotia Liquor Corporation (“the NSLC”), the exclusive distributor of cannabis in the province of Nova Scotia and the sole retail and online vendor in Nova Scotia, does not permit the sale of cannabis products that do not meet Health Canada’s recommendation for total intoxicating cannabinoid content.

Provincial and Territorial Developments

While the Cannabis Act provides for the regulation by the Canadian federal government of, among other things, the commercial production of cannabis and the sale of medical cannabis, the various provinces and territories of Canada regulate certain aspects of adult-use cannabis, including the distribution, sale, minimum age requirements and places where cannabis can be consumed.

The governments of each Canadian province and territory have implemented regulatory regimes for the distribution and sale of cannabis for adult-use purposes which continue to evolve over time. Most provinces and territories have announced a minimum age for possession and consumption of 19 years old, except for Québec and Alberta, where the minimum age is 21 and 18, respectively. In addition, provinces and territories may impose additional licensing requirements and restrictions on sales, distribution and promotion which are more stringent than those at the federal level. For example, the Société Québécoise du Cannabis (the “SQDC”), the exclusive distributor of cannabis in the province of Québec and the sole retail and online vendor in Québec, does not permit non-edible cannabis products exceeding 30% THC to be sold through its channels. The SQDC has also placed significant restrictions on the types of edibles that may be sold through its channels, prohibiting edibles that are sweet, confectionary, dessert, chocolate or any other product SQDC considers attractive to persons under 21 years of age. Similarly, the Prince Edward Island Cannabis Management Corporation does not allow cannabis vaporizers to be sold through its channels. Provincial distributors may also take different positions on the sale and distribution of products with various cannabinoids (including tetrahydrocannabinol and cannabidiol).

Licenses and Regulatory Framework in Israel

Medical Cannabis in Israel - Background

In Israel, cannabis is subject to the Israeli Dangerous Drugs Ordinance [New Version], 5733 – 1973 (the “Ordinance”), and its sale and use are prohibited unless applicable licenses or prescriptions have been obtained. Licenses to cultivate, produce, possess and use cannabis for medical or research purposes in Israel are granted by the Israel Medical Cannabis Agency (the “Yakar”) within the Israeli Ministry of Health (the “Israeli MOH”). Under the “Enabling Reform” (the “Reform”), patients with certain medical indications can obtain medical cannabis through prescriptions issued by physicians certified in their area of expertise who have undergone dedicated training within the public healthcare system. However, the majority of medical cannabis patients in Israel still rely on the traditional licensing system, either obtaining licenses directly from certified physicians or through the Yakar.

In addition to allowing for medical cannabis prescriptions in certain cases, the Reform introduced key changes in other areas, including removing the restriction of medical cannabis as a last-line of treatment for certain indications, simplifying regulatory requirements for operators, establishing a structured research license for cultivators and manufacturers, and easing research and development processes. It also proposed further examination into excluding all cannabinoids besides THC from the Ordinance.

Export From Israel

In December 2020, the Israeli MOH initiated a pilot program in which certain medical cannabis companies were permitted to export their products, and the Yakar issued guidelines relating to the export of medical cannabis products. These guidelines set forth the process and conditions for obtaining an export license, which can only be issued to an applicant already holding a valid Yakar license.

In March 2024, within the framework of the Reform, the Israeli MOH updated Procedure 110 (Guidelines for the Process of Approving Applications for the Export of a Dangerous Drug (Cannabis)), introducing updates to the regulatory framework for medicinal cannabis exports. A key change in the updated procedure was the removal of the words “for medical use and research” from its then title and guidelines. This change potentially expands the markets for Israeli cannabis products beyond medical markets. The updated Procedure 110 establishes that export approvals are primarily contingent on the submission of a valid import permit or official confirmation from the competent authority in the destination country. Additionally, Procedure 110 exempts cannabis products intended solely for export from meeting Israeli domestic quality standards, except for compliance with mandatory security requirements specified under IMC-GSP guidelines.

Constructive Licenses

In June 2022, 11 cannabis manufacturers (including a subsidiary of the Company) (the “Petitioners”) filed an administrative petition to the District Court in Jerusalem regarding the Yakar’s decision to issue constructive licenses (i.e., licenses for dealing with medical cannabis, without direct contact with the product, such as brokering medical cannabis transactions) (the “Constructive Licenses”). The Petitioners claim that the procedure and requirements for other licenses (e.g., for cultivation or production) granted by the Yakar are unreasonably more stringent than those required for Constructive Licenses. On January 5, 2023, the District Court in Jerusalem ordered the Israeli MOH to stop the issuance of Constructive Licenses for 60 days, and to formulate a clear policy regarding the issuance of such Constructive Licenses. On February 12, 2023, in response to the District Court’s order, the Director General of the Yakar published a decision regarding the Constructive Licenses, clarifying the Yakar’s authority to grant Constructive Licenses for the import/export of medical cannabis.

Licenses and Regulatory Framework in Other Jurisdictions

Cronos and its joint venture partners, strategic investments and strategic partners are subject to comprehensive and evolving regulations in each jurisdiction in which they operate. All aspects of the production, manufacture and distribution of cannabis products

are regulated and subject to licensing regimes. These regulations and licensing regimes vary by jurisdiction and the Company, its joint venture partners, strategic investments and strategic partners spend significant time, effort and money to comply with the applicable requirements. The Company seeks to comply with export laws in connection with distributing Cronos products in other jurisdictions by obtaining export permits from Health Canada. The Company's strategic partners are responsible for compliance with import laws and local regulatory requirements (including laws related to distribution of medical products) in jurisdictions in which they operate.

Available Information

Cronos is subject to the informational requirements of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, in accordance with the Exchange Act, the Company files reports with, and furnishes other information to, the SEC. The public may obtain any document filed with or furnish to the SEC from the SEC's Electronic Document Gathering, Analysis, and Retrieval system, which can be accessed at www.sec.gov, or via the System for Electronic Data Analysis and Retrieval, which can be accessed at www.sedarplus.com, as well as from commercial document retrieval services.

Copies of this Annual Report may be obtained on request without charge from the Company's Corporate Secretary, corporate.secretary@thecronosgroup.com, telephone: +1-416-504-0004. Cronos also provides access without charge to all of its SEC filings, including copies of this Annual Report, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as well as Section 16 reports on Forms 3, 4 or 5, as soon as reasonably practicable after filing or furnishing, on its website located at <https://thecronosgroup.com>. In addition, the Company's website includes, among other things, the Company's Code of Business Conduct and Ethics. The Code of Business Conduct and Ethics is also available in print to any shareholder upon request without charge from our Corporate Secretary, corporate.secretary@thecronosgroup.com, telephone: +1-416-504-0004. Within the time period required by the SEC, the Company will post on its website any amendment to the Code of Business Conduct and Ethics and any waiver applicable to any executive officer, director or senior financial officer.

From time to time, Cronos may use its website, as well as the following social media sites, as an additional means of disclosing public information to investors, the media and others interested in the Company.

- Facebook (<https://www.facebook.com/The-Cronos-Group-419168411987225>);
- X (f.k.a. Twitter) (<https://x.com/cronosgroup>); and
- LinkedIn (<https://www.linkedin.com/company/cronosgroupcron/>).

It is possible that certain information on Cronos' website or these social media sites could be deemed to be material information. Investors, the media and others interested in the Company should review the business and financial information posted on the Company's website or these social media sites. None of the information on Cronos' website or disclosed through these social media sites is incorporated by reference into this Annual Report.

ITEM 1A. RISK FACTORS

An investment in us involves a number of risks. In addition to the other information contained in this Annual Report and in other filings we make, investors should give careful consideration to the following risk factors. Any of the matters highlighted in these risk factors could adversely affect our business, results of operations and financial condition, causing an investor to lose all, or part of, its, his or her investment. The risks and uncertainties described below are those we currently believe to be material, but they are not the only ones we face. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, actually occur or become material risks, our business, prospects, financial condition, results of operations and cash flows and consequently the price of our securities could be materially and adversely affected.

Risk Factor Summary

- We and certain of our joint ventures have limited operating histories and our growth strategy may not be successful.
- We may not be able to achieve or maintain profitability and may continue to incur losses in the future.
- We may not be able to successfully manage our growth.
- Our products are new; there is limited long-term data with respect to the effects and the safety of our products, which is subject to conflicting medical data; and our products have been and may be in the future subject to recalls.
- The production and distribution of our products is subject to disruption, the risks of an agricultural business and the risk third-party suppliers and distributors may not perform their obligations to us.
- We may be unable to obtain adequate supplies of raw materials in a timely manner and at commercially reasonable prices.
- Intellectual property is key to our growth strategy, and we may be unable to obtain or enforce our intellectual property rights.
- Our entry into new markets is subject to risks normally associated with the conduct of business in foreign countries.
- We are subject to extensive regulation and licensing and may not successfully comply with all applicable laws and regulations.

- Our businesses face highly competitive conditions, including from the illegal cannabis market and licensed cannabis competitors that fail to comply with applicable regulations.
- Altria has significant influence over us.
- The price of our common shares has been and may continue to be highly volatile.
- We have had two restatements and seven material weaknesses in our internal control over financial reporting over the last six years.
- The adult-use cannabis market in Canada has in the past been and may in the future become oversupplied.
- Our business may be negatively impacted by the Middle East Conflict or the imposition of an anti-dumping duty on our imports into Israel.
- Any rescheduling of U.S. Schedule I cannabis to Schedule III would have an uncertain impact on our business.
- We are subject to other risks generally applicable to our industry and the conduct of our businesses.

Risks Relating to Our Growth Strategy.

We have a limited operating history and therefore we are subject to many of the risks common to early-stage enterprises.

We began carrying on business and generated our first revenues in 2013. In addition, many of our joint ventures are in the early stages of their operations and have generated little or no revenue. We are therefore subject to many of the risks common to early-stage enterprises, including limitations with respect to personnel, financial, and other resources and lack of revenues.

We may not be able to achieve or maintain profitability and may continue to incur losses in the future.

We have incurred significant losses in recent periods and have had negative operating cash flow for five of the last six fiscal years. We may not be able to achieve or maintain profitability and may continue to incur significant losses in the future even in light of our Realignment, the change in the nature of operations at the Peace Naturals Campus, the exit of our U.S. operations, the cessation of our operations at the Cronos Fermentation Facility and the Cronos GrowCo Transaction. In addition, we expect to continue to incur significant operating expenses as we implement initiatives to continue to grow our business. If our revenues do not increase to offset these expected costs and operating expenses, we will not be profitable. If our revenue declines or fails to grow at a rate faster than our operating expenses, we will not be able to achieve and maintain profitability in future periods. As a result, we may continue to generate losses. We may not achieve profitability in the future and, even if we do become profitable, we might not be able to sustain that profitability.

We may not be able to successfully manage our growth.

We are currently in an early development stage and may be subject to growth-related risks, including capacity constraints and pressure on our internal systems and controls, which may place significant strain on our operational and managerial resources. While our revenue has generally grown in recent years, our ability to manage and sustain revenue growth will depend on a number of factors, many of which are beyond our control, including, but not limited to, changes in laws and regulations respecting the production of cannabis products, competition from other license holders, the size of the illegal market and the adult-use market in Canada and the other markets in which we sell, and our ability to produce sufficient volumes of our products to meet customer demand. Our ability to manage growth effectively will require us to continue to implement and improve our operational and financial systems and to expand, train and manage our employee base. There can be no assurances that we will be able to manage growth successfully. Any inability to manage growth successfully could have a material adverse effect on our business, financial condition and results of operations.

Our use of joint ventures may expose us to risks associated with jointly owned investments.

We currently operate parts of our business through joint ventures with other companies, and we may enter into additional joint ventures and strategic alliances in the future. Joint venture investments may involve risks not otherwise present for investments made solely by us, including: (i) we may not control the joint ventures, either by virtue of our economic or legal ownership share, or our ability to influence day-to-day operational decision-making; (ii) our joint venture partners may not agree to distributions that we believe are appropriate; (iii) where we do not have substantial decision-making authority, we may experience impasses or disputes with our joint venture partners on certain decisions, which could require us to expend additional resources to resolve such impasses or disputes, including litigation or arbitration; (iv) our joint venture partners may become insolvent or bankrupt, fail to fund their share of required capital contributions or fail to fulfill their obligations as a joint venture partner; (v) the arrangements governing our joint ventures may contain certain conditions or milestone events that may never be satisfied or achieved; (vi) our joint venture partners may have business or economic interests that are inconsistent with ours and may take actions contrary to our interests; (vii) we may suffer losses as a result of actions taken by our joint venture partners with respect to our joint venture investments; (viii) it may be difficult for us to exit a joint venture if an impasse arises or if we desire to sell our interest for any reason; (ix) our joint venture partners may exercise termination rights under the relevant agreements and (x) conflicts of interest may arise between our joint ventures and Company personnel who are directors of our joint ventures because of the fact that such directors are employed by us. Certain of these risks have materialized in the past. In addition, we may, in certain circumstances, be liable for the actions of our joint ventures or joint venture partners. Any of the foregoing risks could have a material adverse effect on our business, financial condition and results of operations, and the magnitude of these material adverse effects could be greater to the extent we decide to rely on such

joint ventures for certain goods or services, such as the receipt of raw materials from Cronos GrowCo, or decide to outsource certain operating activities to such joint ventures.

There can be no assurance of continued growth in Israel and our performance in Israel depends on, among other things, our ability to continue to import cannabis into Israel and our joint venture partners.

While our revenue in Israel has experienced periods of significant growth, our prior performance is not indicative of any potential future results in Israel. The Middle East Conflict has created significant uncertainty with respect to our operations in Israel and may materially and adversely affect our sales and other activities in Israel. There can be no assurance that our growth in the Israeli market can be sustained or will continue. Our ability to manage and sustain revenue growth in Israel will depend on a number of factors, many of which are beyond our control, including, but not limited to, the impact of, and developments in, the Middle East Conflict on our operations, our ability to continue to import cannabis into Israel (including the outcome of the Anti-Dumping Investigation initiated by the Israel Ministry of Economy and Industry, see Part II, Note 12(b) “Contingencies” to the consolidated financial statements under Item 8 of this Annual Report for further details), changes in laws and regulations respecting the cultivation, production, marketing and sale of medical cannabis products in Israel, growth of the medical cannabis patient count in Israel, increased competition, our ability to produce sufficient volumes of our products to meet customer demand and our ability to maintain or grow our market share in Israel. Any of these factors could materially and negatively impact our growth in Israel.

We have begun to further leverage our strategic joint venture with Cronos GrowCo. Our revised plans for the Peace Naturals Campus as well as the Company’s intention to pursue a sale of the Cronos Fermentation Facility, the completion of the Cronos GrowCo Transaction and entry into the Cronos GrowCo Supply Agreement have increased the importance of Cronos GrowCo to our business and operations. Cronos GrowCo’s production facilities are our principal source of raw materials. Therefore, our performance in Israel is reliant on our ability to acquire sufficient raw materials on a timely and cost-effective basis from Cronos GrowCo and to continue to import such raw materials and cannabis products to Israel from Cronos GrowCo’s production facilities. Though the Company provided an approximately \$51 million secured non-revolving credit facility to Cronos GrowCo to fund the expansion of Cronos GrowCo’s cultivation and processing facilities (such area, the “Phase 2 Expansion Area”), there is no guarantee that we will be able to successfully execute our strategy to expand production at Cronos GrowCo or that we will be able to obtain the regulatory approvals, licenses and permits required for both the export of cannabis from Canada and the import of cannabis into Israel. Further, there can be no assurance that the Anti-Dumping Investigation will not result in the imposition of an anti-dumping duty on us or limit our imports into Israel, the impact of which could have a material adverse effect on our business in Israel.

Our acquisition strategy may not be successful, and we have in the past, and may in the future, need to write down the goodwill and indefinite-lived intangible assets recognized upon the acquisitions.

In the second quarter of 2021, we wrote off all of the goodwill and substantially all of the indefinite-lived intangible assets recognized upon the acquisition of our former U.S. operating subsidiaries, in the second quarter of 2023, we announced plans to cease our U.S. hemp operations and in the first quarter of 2024, the Company ceased operations at the Cronos Fermentation Facility. Acquisitions of companies or equity interests of companies operating in new markets are risky and speculative and may not produce the anticipated revenues and profits.

Our acquisition of the PharmaCann Option (the “PharmaCann Investment”) presents significant risks. For example, in the second quarter of 2024, we reduced the net book value of the PharmaCann Option to zero. For more information on risks associated with the PharmaCann Investment, see “Risk Factors—Risks Relating to Our Growth Strategy—Our U.S. strategy in part depends on the success of the PharmaCann Investment and there is no guarantee that we will exercise the PharmaCann Option in the near term, or at all, and, even if exercised, that the PharmaCann Investment will achieve the expected benefits of the transaction.”

We have had two restatements and seven material weaknesses in our internal control over financial reporting over the last six years. We have experienced significant turnover, both voluntary and involuntary, in our accounting and financial reporting functions, as well as in our internal audit function. If we are unable to create and maintain an appropriate control environment, our business, results of operations, financial condition, cash flows and reputation will be adversely affected.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) and for evaluating and reporting on the effectiveness of our system of internal control. Effective internal control is necessary for us to provide timely, reliable and accurate financial reports, identify and proactively correct any deficiencies, material weaknesses or fraud and meet our reporting obligations. We had two restatements and seven material weaknesses in the last six years and have had significant turnover, both voluntary and involuntary, in our accounting and financial reporting functions as well as in our internal audit function. Moreover, we had a material weakness in our control environment existing as of December 31, 2022. Remediation efforts placed a significant burden on management and added increased pressure on our financial reporting resources and processes. The accuracy of our financial reporting and our ability to timely file with the SEC and the applicable securities regulatory authorities in Canada have in the past been, and may in the future be, adversely impacted if any additional material weaknesses in our internal control over financial reporting are identified. In addition, if additional material weaknesses or significant deficiencies in our internal control occur in the future, we could be required to restate our financial statements again, which could materially and adversely affect our business, results of operations and financial condition, restrict our ability to access the capital markets, require us to expend significant resources to correct the material weaknesses, subject us to regulatory investigations and penalties, harm our reputation, cause a decline in investor confidence or otherwise cause a decline in our stock price.

We are subject to civil litigation relating to the restatements and we cannot predict the outcome of this litigation, but we have incurred and expect to continue to incur significant costs and expenses in defending against this civil litigation. For more information on this civil litigation and proceedings, see Part II, Note 12(b) “Contingencies” to the consolidated financial statements under Item 8 of this Annual Report.

We are subject to disabilities as a result of our settlement with the SEC that may expose us to increased future litigation and adversely affect our ability to raise capital.

As of the date of our settlement with the SEC (the “SEC Order”), October 24, 2022, and for a period of three years thereafter, we are unable to rely on the safe harbor provisions regarding forward-looking statements provided by the Securities Act and the Exchange Act. Our inability to rely on these safe harbor provisions may expose us to increased future litigation in connection with forward-looking statements in our public disclosures.

Further, as of the date of the SEC Order, we have lost our status as a “well-known seasoned issuer” for a period of three years, which places limitations on the manner in which we can market our securities to the public, and we are unable to rely on the private offering exemptions provided by Regulations A and D under the Securities Act for a period of five years, which could impair our ability to raise additional capital in the private market quickly in response to changing requirements and market conditions.

There can be no assurance that our current and future strategic alliances or expansions of scope of existing relationships will have a beneficial impact on our business, financial condition and results of operations.

We currently have, and may in the future enter into additional, strategic alliances with third parties that we believe will complement or augment our existing business. Our ability to complete strategic alliances is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, strategic alliances could present unforeseen integration or operational obstacles or costs, could lead to or exacerbate product or supply shortages that could impact other markets in which we operate, may not enhance our business and may involve risks that could adversely affect us, including significant amounts of management time that may be diverted from operations in order to pursue and complete such transactions or maintain such strategic alliances. Future strategic alliances could result in the incurrence of debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve, or that our existing strategic alliances will achieve, the expected benefits to our business or that we will be able to consummate future strategic alliances on satisfactory terms, or at all. Any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

In the case of the Ginkgo Strategic Partnership, we have, pursuant to the Ginkgo Collaboration Agreement, the exclusive right to use and commercialize the key patented intellectual property related to the production of the target cannabinoids globally (referred to herein as the “Ginkgo Exclusive Licenses”). We have determined, and may determine in the future, that the production of certain cannabinoids is not economically feasible and in our best interests, and we have abandoned production efforts at the Cronos Fermentation Facility. Even if we are able to commercialize cultured cannabinoids in the future, we may not be able to generate satisfactory returns on them or on the products that incorporate them, and there may not be demand for such cultured cannabinoid products. Furthermore, there can be no assurance that Ginkgo will be able to develop microorganisms that we will be able to commercialize or to obtain patents relating to production of the target cannabinoids, or that third parties will not develop similar microorganisms or obtain patents that may restrict our ability to commercialize the microorganisms developed by Ginkgo, and, as a result, there can be no assurance that we would be able to realize the expected benefits of or continue the Ginkgo Strategic Partnership.

In addition, pursuant to the Ginkgo Collaboration Agreement, if we undergo a change of control that is approved by the Board, Ginkgo may elect to receive cash payments, which, given the number of Equity Milestone Events (as defined in the Ginkgo Collaboration Agreement) that have occurred to date, could total up to \$15.8 million, in lieu of the common shares that would otherwise become issuable in connection with any Equity Milestone Events achieved following such election (the “Milestone Cash Election”). If we undergo a change in control that has not been approved by the Board, then Ginkgo will have the ability to terminate the Ginkgo Collaboration Agreement immediately, in which case, among other things: (i) all rights or licenses granted to us by Ginkgo under the Ginkgo Collaboration Agreement will terminate; (ii) certain expenses and costs incurred by Ginkgo will be accelerated and become due and payable by us; (iii) the then-outstanding and unpaid portion of all cash payments from us to Ginkgo for the achievement of R&D milestones by Ginkgo shall be due immediately as if all R&D milestones had been achieved; and (iv) a lump sum cash payment equal to the aggregate of all Milestone Cash Election amounts in respect of which the relevant Equity Milestone Events have not yet been achieved will be immediately due and payable by us. In addition, should Ginkgo terminate the Ginkgo Collaboration Agreement upon a change of control, we will no longer be able to use or commercialize the key patented intellectual property related to the production of the target cannabinoids, which could have a material adverse effect on our business, financial condition and results of operations. See “*Description of Business—Research and Development Activities and Intellectual Property*.”

If additional equity milestones occur under the Ginkgo Collaboration Agreement, we are required by accounting rules to conduct an impairment analysis related to the new Ginkgo Exclusive Licenses. These analyses have in the past and may in the future, result in impairment charges. For a discussion of our most recent impairments of the Ginkgo Exclusive Licenses, see Note 8 “*Goodwill and Intangible Assets, net*” to the consolidated financial statements in Item 8 of this Annual Report.

Wholesale price volatility could have a material adverse effect on our business.

Following the Cronos GrowCo Transaction, the financial results of Cronos GrowCo are consolidated into our results, which are in turn impacted by the market for wholesale cannabis. Wholesale prices fluctuate due to changes in supply (which itself depends on other factors such as the level of cultivation of cannabis, weather conditions, fuel, equipment and labor costs, shipping costs, and government regulations), demand and other market conditions, which are factors beyond the control of Cronos GrowCo. The market for wholesale cannabis biomass is particularly volatile compared to other commoditized markets due to the relatively nascent maturity of the industry. The lack of centralized data and large variations in product quality make it difficult to establish a universal “spot price” for wholesale cannabis biomass. A decline or general volatility in the wholesale price of cannabis biomass may negatively impact Cronos GrowCo’s operating income, which may have a material adverse effect on our results of operations.

Under the Cronos GrowCo Supply Agreement, which governs our commercial arrangement with Cronos GrowCo, our option to purchase cannabis biomass from Cronos GrowCo is subject to fixed pricing. In the event of a decline in the wholesale market price of cannabis biomass, we may choose not to exercise our option to purchase biomass from Cronos GrowCo at the fixed prices set forth in the Cronos GrowCo Supply Agreement. Instead, we may attempt to purchase such biomass at the prevailing market price from Cronos GrowCo or third parties. If we decline to exercise our option to purchase biomass from Cronos GrowCo, Cronos GrowCo would be under no obligation to sell to us at such lower market prices. Additionally, if we attempt to purchase biomass from third parties, there can be no assurance that we will be able to do so on a consistent basis or in the quantities, strains, grades and qualities we require.

We are anticipating further shortages in raw materials and may be unable to obtain adequate supplies of raw materials in a timely manner and at commercially reasonable prices.

Our production operations require that we obtain adequate supplies of raw materials, particularly biomass, on a timely basis, at commercially reasonable prices and in the quantities, strains, grades and qualities that we require. From time to time, including presently, there have been shortages of raw materials. Industry-wide shortages in the supply of raw materials could result in industry-wide raw material price adjustments and shortages.

Cronos GrowCo’s production facilities are our principal source of raw materials. Therefore, our production operations are reliant on our ability to acquire such raw materials from Cronos GrowCo on a timely, cost-effective basis and in the quantities, strains, grades and qualities we require. If Cronos GrowCo is unable to meet our needs for raw materials (including by not producing the quantities, strains, grades and qualities of biomass that we anticipate in our forecasts, as well as being unable to meet demand in excess of our previous forecasts), we may be, and have in the past been, required to source additional supply from third parties.

We may not be able to find third-party suppliers capable of supplying raw materials on a timely basis at commercially reasonable prices or in the quantities, strains, grades and qualities we require. If we are unable to secure the necessary raw materials, we may experience product shortages and delays, we may be unable to launch new products and we may be required to discontinue certain products, which could have a material adverse effect on our business, financial condition and results of operations. Product shortages, discontinuations or delays could result in customers listing fewer of our products, our failure to maintain or grow our market share and reputational damage, which could materially and adversely affect our results of operations, financial condition, business and prospects.

If raw material shortages cause industry-wide prices of raw materials to rise, our costs could increase. To the extent that we are unable to offset such costs through higher prices of our products or other cost savings, our results of operations, financial condition, business and prospects could be materially and adversely affected.

Our option to purchase a significant portion of Cronos GrowCo's production could strain Cronos GrowCo's ability to develop, maintain and grow profitable relationships with third party customers.

Under the Cronos GrowCo Supply Agreement, we have the option to purchase a significant portion of Cronos GrowCo's production. There can be no assurance that Cronos GrowCo will be able to sell its remaining production to third parties at commercially viable prices or on commercially viable terms. Likewise, volatility in the exercise of Cronos' option could negatively impact Cronos GrowCo's ability to forecast the portion or quantity of its production available for sale to third parties, which could negatively impact Cronos GrowCo's ability to develop, maintain and grow profitable relationships with third party customers. To the extent Cronos GrowCo encounters difficulty in selling its remaining production capacity to third parties, Cronos GrowCo's results of operations may be significantly and adversely affected, which may have a material adverse effect on our results of operations.

Termination or non-renewal of the Cronos GrowCo Supply Agreement could have a material negative impact on our ability to obtain cannabis biomass at commercially viable prices.

Cronos GrowCo's production facilities are our principal source of raw materials. In addition to various termination rights under the Cronos GrowCo Supply Agreement, following an initial four-year term, the Cronos GrowCo Supply Agreement is subject to automatic renewal for successive one-year periods unless either party provides notice of non-renewal. In the event of non-renewal or termination of the Cronos GrowCo Supply Agreement, we would be required to source cannabis biomass from third parties or negotiate a new supply agreement with Cronos GrowCo, and we may not be able to do so on a timely basis at commercially reasonable prices or in the quantities we require. If we are unable to secure the necessary raw materials, we may experience product shortages and delays, we may be unable to launch new products and we may be required to discontinue certain products, which could have a material adverse effect on our business, financial condition and results of operations.

We may not successfully execute our production capacity strategy.

We may not be successful in executing our strategy to expand production capacity at certain of our facilities (including the Peace Naturals Campus) and joint ventures. Continuing and expanding operations at our facilities and joint ventures will be subject to obtaining and maintaining the appropriate licenses from the relevant regulatory agencies in those jurisdictions. In particular, continuing and expanding operations at Cronos GrowCo's production facilities will be subject to obtaining and maintaining the appropriate licenses from Health Canada. Construction delays or cost over-runs in respect of such operations, howsoever caused, could have a material adverse effect on our business, financial condition and results of operations. There is no guarantee that Cronos GrowCo's expansion strategy (including receiving such required Health Canada or other regulatory approvals, licenses and permits in a timely fashion, if at all) will be completed in the currently proposed form, or at all, or that Cronos GrowCo will be able to maintain its margins and efficiency as it expands.

Cronos GrowCo's ability to continue the cultivation of cannabis biomass at its current rate or at all, and its ability to increase its cultivation capacity and production, including in connection with the construction of its Phase 2 Expansion Area, may be affected by a number of factors, including plant design errors, non-performance by third party contractors, increases in material or labor costs, cost overruns, construction delays and challenges, performance falling below expected levels of output or efficiency, weather conditions, contractor or operator errors or disruption, breakdowns, aging or failure of equipment or processes, labor disputes, as well as factors specifically related to indoor agricultural and processing practices, such as reliance on provision of energy and utilities to the facility. Such factors may also affect Cronos GrowCo's cost of cultivation and production.

Moreover, as a result of changes in the nature of our operations at the Peace Naturals Campus, the continued operations of the Cronos GrowCo Facility has become more important to us. The Cronos GrowCo Facility is our principal source of raw materials.

In addition, we may not be successful in obtaining the necessary approvals required to export or import our products to or from the jurisdictions in which we or our joint ventures operate. If we are unable to secure necessary production licenses in respect of our facilities and those of our joint ventures, the expectations of management with respect to the increased future cultivation and growing capacity may not be borne out, which could have a material adverse effect on our business, financial condition and results of operations.

We may not be able to successfully procure rare cannabinoids at commercially viable prices or in the quantities that we require.

As a result of our decision to cease operations at the Cronos Fermentation Facility, we no longer have the internal capacity to produce rare cannabinoids through the fermentation process developed with Ginkgo. To the extent we continue to utilize rare cannabinoids in our products, we may be required to engage third-party suppliers and we may not be able to find third-party suppliers capable of producing rare cannabinoids at commercially viable prices or in the quantities we require. If we are unable to secure the necessary rare cannabinoids, we may experience product shortages and delays and we may be unable to launch new products, which could have a material adverse effect on our business, financial condition and results of operations.

There can be no assurance that the Realignment, the modification of our operations at the Peace Naturals Campus, the exit of our U.S. operations, the cessation of operations at the Cronos Fermentation Facility and the Cronos GrowCo Transaction will have a beneficial impact on our business, financial condition and results of operations. The timing, costs and benefits thereof cannot be guaranteed.

In the first quarter of 2022, we announced our Realignment to centralize functions under common leadership to increase efficient distribution of resources, improve strategic alignment and eliminate duplication of roles and costs; evaluate our global supply chain and perform product reviews and pricing and distribution optimization in order to reduce fixed expenses and reduce complexity; and implement an operating expense target to optimize cash deployment for activities such as margin accretive innovation and U.S. adult-use cannabis market entry in the future. Additionally, we announced a plan to leverage our strategic partnerships to improve supply chain efficiencies and reduce manufacturing overhead by partially exiting the Peace Naturals Campus. The sale and leaseback of the Peace Naturals Campus was ultimately terminated pursuant to its terms during the second quarter of 2024; we plan to continue and expand operations at the Peace Naturals Campus.

In the second quarter of 2023, we announced the exit of our U.S. operations. In the third quarter of 2023, we announced the cessation of operations at the Cronos Fermentation Facility and our intention to list the Cronos Fermentation Facility for sale. During the first quarter of 2024, we ceased operations at the Cronos Fermentation Facility. There can be no assurance that we will be able to sell the Cronos Fermentation Facility within an acceptable time frame or for an acceptable price.

In the second quarter of 2024, we announced the Cronos GrowCo Transaction. There can be no assurance that the Cronos GrowCo Transaction, including the expansion of Cronos GrowCo's purpose-built cultivation and processing facilities, will be completed in an acceptable time frame or at a reasonable cost, nor that it will improve the cultivation operations, capacity and efficiency of Cronos GrowCo.

There can be no assurance that these initiatives will achieve the expected benefits to our business or reduce costs or grow our revenue as intended and, if achieved at all, the timing thereof. The execution and implementation of these initiatives involve risk, including that significant amounts of management's time and Company resources could be diverted from our core operations in order to complete such initiatives. Some risks, are outside of our control. In addition, these initiatives could present unforeseen obstacles, lead to operating inefficiencies and negatively disrupt our corporate culture, which could lead to further employee attrition, any of which would have a material adverse effect on our business, financial condition and results of operations. We have and will continue to incur costs to implement these initiatives, and we could be subject to litigation risks and expenses. Our projected costs and expenses associated with the changes in operations described above may turn out to be too low by a material amount.

The industries and markets in which we operate are relatively new, and these industries and markets may not continue to exist or grow as anticipated or we may ultimately be unable to succeed in these industries and markets.

The medical and adult-use cannabis industries and markets in which we operate are relatively new, are highly speculative, are rapidly expanding and may ultimately not be successful. In addition to being subject to general business risks, we need to continue to build brand awareness in these markets through significant investments in our strategy, our production capacity, quality assurance and compliance with regulations. These activities may not promote our brands and products as effectively as intended, or at all. Competitive conditions (including competition from the illicit market) and consumer tastes, as applicable, and spending patterns in these new industries and markets are relatively unknown and may have unique circumstances that differ from existing industries and markets. We are subject to all of the business risks associated with a new business in a niche market, including risks of unforeseen capital requirements, failure of widespread market acceptance of our products, failure to establish business relationships and competitive disadvantages against larger and more established competitors.

Accordingly, there are no assurances that these markets will continue to exist or grow as currently anticipated, or function and evolve in a manner consistent with management's expectations and assumptions, and a failure to do so could have a material adverse effect on our business, financial condition and results of operations.

We may not be able to supply the purchasers in various provinces and territories of Canada with our products in the quantities or prices anticipated, or at all.

We have entered into supply arrangements with all provinces in Canada (where the relevant provincial body is the sole wholesale distributor of cannabis products in the province, except for Manitoba where we have also entered into a distribution agreement with a MBLL authorized cannabis distributor) and the Yukon territory and with private retailers in Saskatchewan. Our supply arrangements with provincial and territorial purchasers do not contain any binding minimum purchase obligations on the part of the relevant provincial or territorial purchaser.

We expect purchase orders to be primarily driven by end-consumer demand for our products and the relevant provincial, territorial or private purchaser supply at the relevant time. Accordingly, we cannot predict the quantities of our products that will be purchased by the provincial, territorial and private purchasers, or if our products will be purchased at all. Provincial and territorial purchasers may change the terms of the supply agreements at any time during the supply relationship including pricing, have broad rights of return of products and are under no obligation to purchase our products or maintain any listings of our products for sale. As a result, provincial and territorial purchasers have a significant amount of control over the terms of the supply arrangements. Furthermore, provincial and territorial purchasers may also decide to ban, limit or implement new guidance on the types of cannabis products permitted for sale in each of their jurisdictions (including in response to Health Canada's guidance on intoxicating cannabinoids) which may result in some or all of our products being viewed as non-compliant with law or non-binding policy guidance.

The adult-use cannabis market in Canada has in the past been and may in the future become oversupplied.

Numerous additional cannabis producers have and may continue to enter the Canadian adult-use market. We and such other cannabis producers have in the past produced and may in the future produce more cannabis than is needed to satisfy aggregate demand of the Canadian medical and adult-use markets, and we have in the past, and may in the future, be unable to export that over-supply into other markets. As a result, the available supply of cannabis could exceed demand, which has in the past, and may in the future, result in significant inventory write downs and decreases in market prices.

We may be unsuccessful in competing in the legal adult-use cannabis market in Canada.

We face competition from existing license holders under the Cannabis Act. Certain of these competitors may have significantly greater financial, production, marketing, R&D and technical and human resources than we do. As a result, our competitors may be more successful than us in gaining market share. Our commercial opportunity could be reduced or eliminated if our competitors produce and commercialize products that, among other things, are safer, more effective, more convenient or less expensive than the products that we may produce, have greater sales, marketing and distribution support than our products, enjoy enhanced timing of market introduction and perceived effectiveness advantages over our products and receive more favorable publicity than our products. If our products do not achieve an adequate level of acceptance by the market, we may not generate sufficient revenue from these products, and our business may not become profitable.

We are subject to liability arising from any fraudulent or illegal activity by our employees, contractors, manufacturers and consultants.

We are exposed to the risk that our employees, independent contractors, manufacturers and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or engaging in unauthorized activities that violate: (i) applicable laws and regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse of federal, state and provincial laws and regulations; or (iv) laws and regulations that require the true, complete and accurate reporting of financial information or data. It is not always possible for us to identify and deter misconduct by our employees and other third parties, and the precautions taken by us to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to comply with such laws or regulations. If any such actions are brought against us, and we are not successful in defending them, those actions could have a significant impact on our business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, loss or suspension of licenses and the curtailment of our operations, any of which could have a material adverse effect on our business, financial condition and results of operations.

Some jurisdictions may never develop markets for cannabis.

Many jurisdictions place restrictions on or prohibit commercial activities involving cannabis. Such restrictions or prohibitions may make it impossible or impractical for us to enter or expand our operations in such jurisdictions unless there is a change in law or regulation. For example, U.S. Schedule I cannabis remains illegal under U.S. federal law and may never become legal under U.S. federal law.

Our U.S. strategy in part depends on the success of the PharmaCann Investment and there is no guarantee that we will exercise the PharmaCann Option in the near term, or at all, and, even if exercised, that the PharmaCann Investment will achieve the expected benefits of the transaction.

Our ability to exercise the PharmaCann Option will depend on the satisfaction of several conditions, including U.S. federal cannabis legalization. In addition, our ability to exercise the PharmaCann Option is subject to the receipt of any required regulatory approvals, including in the states where PharmaCann operates that may be required upon exercise, as well as Altria's approval under the Investor Rights Agreement. These conditions are outside of our control and therefore there can be no certainty that the PharmaCann Option will be exercised in the near term, or at all. If the PharmaCann Option is not exercised, we will not receive the benefits of the contemplated commercial arrangements between us and PharmaCann.

In addition, the regulatory approval processes in connection with the exercise of the PharmaCann Option may take a prolonged period of time to complete, which could significantly delay our ability to exercise the PharmaCann Option and realize the benefits of the PharmaCann Investment or result in our not being able to exercise all or part of the PharmaCann Option. Furthermore, in connection

with obtaining approvals from or otherwise satisfying the requests of the state regulators or applicable laws, we may be required to divest all or a portion of the PharmaCann Option, or if after the exercise of the PharmaCann Option, our shares of PharmaCann.

Even if we are able to and do exercise the PharmaCann Option, the intended benefits of the PharmaCann Investment may not be realized. We cannot assure you that the PharmaCann Investment will be accretive to us in the near term or at all. For example, if entered into, the commercial arrangements between us and PharmaCann may not be successful or beneficial to us. In December 2024, Innovative Industrial Properties, Inc. (“IIP”) disclosed that PharmaCann had defaulted on its obligations to pay rent under several lease agreements with IIP. If PharmaCann’s financial condition does not improve, it will have a material adverse impact on the value of the PharmaCann investment. If we fail to realize the intended benefits of the PharmaCann Investment, our stock price could decline to the extent that the market price anticipates those benefits.

We are entitled to certain limited governance rights with respect to PharmaCann, including limited information rights and board observer rights. Therefore, we will have little to no ability to influence the strategy and material decisions of PharmaCann’s business. Furthermore, until such time as we exercise the PharmaCann Option, we will not have the ability to vote on matters requiring the vote of PharmaCann’s shareholders. In addition, we are subject to certain standstill restrictions, both prior to and after the exercise of the PharmaCann Option, which restrictions further limit our ability to influence decisions of PharmaCann.

Although we are entitled to certain anti-dilution protections with respect to our investment in PharmaCann, such protections are subject to various conditions, and our potential ownership in PharmaCann may be significantly diluted by, among other things, future issuances of PharmaCann securities or acquisition activity in which PharmaCann uses its equity as consideration. As of December 31, 2024, the Company’s ownership percentage in PharmaCann on a fully diluted basis was approximately 5.8%. Under the terms of our investment in PharmaCann, Cronos’ rights to nominate an observer to the PharmaCann board of directors could be lost if our ownership drops below 6% on a fully diluted basis and we sell or transfer all or any portion of the PharmaCann Option (subject to certain exceptions).

We rely largely on our own market research to forecast sales and market demand and market prices may differ from our forecasts.

We rely largely on our own market research and internal data to forecast sales as there is limited availability of detailed and reliable market data from other sources at this early stage of the cannabis industry. If our sales forecasts and our expectations regarding market conditions, including prices, capital expenditure levels, inventory levels, production and supply chain capacity and operating expenses, prove to be inaccurate, this could have a material adverse effect on our business, financial condition and results of operations. For example, our forecasts for product demand and market conditions were impacted by a decline in market prices for cannabis products in the Canadian market, which contributed to our inventory write-down in the second and fourth quarters of 2020.

We could have difficulty integrating the operations of businesses that we have acquired and will acquire.

The success of our acquisitions depends upon our ability to integrate any businesses that we acquire. The integration of acquired business operations could disrupt our business by causing unforeseen operating difficulties, diverting management’s attention from day-to-day operations and requiring significant financial resources that would otherwise be used for the ongoing development of our business. The difficulties of integrations could be increased by the necessity of coordinating geographically dispersed organizations, coordinating personnel with disparate business backgrounds, managing different corporate cultures, or discovering previously unknown liabilities. In addition, we could be unable to retain key employees or customers of the acquired businesses. We could face integration issues including those related to operations, internal control and information systems and operational functions of the acquired companies and we also could fail to realize cost efficiencies or synergies that we anticipated when selecting our acquisition candidates or these acquisitions could fail to compete successfully. Any of these items could adversely affect our business, financial condition and results of operations. For more information on the risks associated with acquisitions, see “*Risk Factors—Risks Relating to Our Growth Strategy—Our acquisition strategy may not be successful and we have in the past, and may in the future, need to write down the goodwill and indefinite-lived intangible assets recognized upon the acquisitions.*”

For example, following the Cronos GrowCo Transaction, we consolidate the results of operations of Cronos GrowCo in our consolidated financial statements. We could face difficulty in integrating the systems and processes of Cronos GrowCo, including accounting systems, internal controls over financial reporting, and other financial and administrative functions. Likewise, Cronos GrowCo could experience challenges in conforming to our accounting standards, procedures and policies. Any of these items could adversely affect our business, financial condition and results of operations.

We have been and may in the future be required to write down intangible assets, including goodwill, due to impairment, which could have a material adverse effect on our results of operations or financial position.

The Company has been and may in the future be required to write down intangible assets, including goodwill, due to impairment, which would reduce earnings. Indefinite-lived intangible assets are reviewed annually or more frequently when events or changes in circumstances indicate that the fair value of the indefinite-lived intangible assets have been reduced to less than their carrying amount. We periodically calculate the fair value of our reporting units and intangible assets to test for impairment. This calculation may be affected by several factors, including general economic conditions, regulatory developments, changes in category growth rates as a result of changing adult consumer preferences, success of planned new product introductions, and competitive activity. Certain events can also trigger an immediate review of goodwill and intangible assets. If the carrying amount of our reporting unit and other

intangible assets exceed their fair value, the goodwill and other intangible assets are considered impaired, which would result in impairment losses and could have a material adverse effect on our consolidated financial position or results of operations.

For a discussion of previous write downs of indefinite-lived intangible assets and goodwill, see Note 8 “*Goodwill and Intangible Assets, net*” to the consolidated financial statements in Item 8 of this Annual Report.

Risks Relating to Operations in Israel

Conditions in Israel could materially and adversely affect our business, financial condition, and results of operations.

We have operations in Israel through a strategic joint venture, Cronos Israel.

On October 7, 2023, Hamas terrorists from the Gaza Strip launched a rocket barrage against Israel and engaged in incursions into Israeli territory, breaching the Gaza-Israel border, attacking military bases and slaughtering and kidnapping civilians in neighboring Israeli communities. Israel formally declared war on October 8. The Middle East Conflict may further escalate and may continue to result in a broader conflict across the Middle East. The Middle East Conflict (and any escalation) and any resulting regional political instability or interruption or curtailment of trade between Israel and its trading partners would likely materially and adversely affect our business, financial condition, and results of operations. On October 8, 2023, the Yakar issued guidelines for maintaining the business continuity in the field of medical cannabis, in light of the national effort relating to the Middle East Conflict.

Our employees, including certain members of our management, operate from our offices located in Gan Shmuel, Israel. While our facilities have not been damaged by the war, rocket, missile and drone attacks continue, and our facilities could be damaged or destroyed. Imports into Israel have been severely affected by the Middle East Conflict, and we may be unable to import materials into Israel. Further, our sales have been, and likely will continue to be, adversely affected by the Middle East Conflict.

Our commercial insurance does not cover losses that may occur as a result of events associated with war and terrorism. Any losses or damage incurred by us could have an adverse effect on our business, financial condition, and results of operations.

Further, in the past, the State of Israel and Israeli companies have been subjected to economic boycotts. Several countries still restrict doing business with the State of Israel and with Israeli companies. A campaign of boycotts, divestment, and sanctions has been undertaken against Israel, which could also adversely impact our business, financial condition, and results of operations and the expansion of our business.

Our operations may be disrupted by the obligations of personnel to perform military service.

Some of our employees in Israel are obligated to perform annual reserve duty in the Israeli military for several days, and in some cases more, of annual military reserve duty each year until they reach the age of 40 (or older, for reservists who are military officers or who have certain occupations) and are subject to being called for additional active duty under emergency circumstances. In response to the Middle East Conflict, a number of our employees have been called up to serve in the Israeli military. We cannot predict the full impact of these conditions on us in the future, particularly if emergency circumstances or an escalation in the political or military situation occurs. If many of our employees are called for active duty, our operations in Israel and our business may not be able to function at profitable levels, or at all, and our business in, results of operations from, Israel would be adversely affected.

The imposition of an anti-dumping duty on our imports into Israel could have a material adverse effect on our business, financial condition and results of operations.

On January 18, 2024, the Company was notified that the Trade Levies Commissioner of the Israel Ministry of Economy and Industry initiated a public investigation of alleged dumping of medical cannabis imports from Canada into Israel. On November 10, 2024, the Commissioner announced a final determination proposing to impose an anti-dumping duty on Canadian licensed producers. Under the Commissioner’s proposal, the Company would be subject to a proposed duty of 175%. The Commissioner’s findings are being evaluated by an ad hoc advisory committee, which is expected to make recommendations to the Minister of Economy (or his substitute), the Minister of Finance and the Finance Committee of the Knesset on whether to impose a duty. If a final decision is made to impose an anti-dumping duty to which the Company’s imports would be subject, our ability to continue to import raw materials and cannabis products into Israel from Cronos GrowCo, the performance of our business in Israel, and our results of operations, financial condition, business and prospects could be materially and negatively impacted.

Risks Relating to Our Products

There is limited long-term data with respect to the efficacy and side effects of cannabis and cannabinoids, and future clinical research studies on the effects of cannabis, and cannabinoids may lead to conclusions that dispute or conflict with our understanding and belief regarding their benefits, viability, safety, efficacy, dosing and social acceptance.

Research in Canada, the U.S. and internationally regarding the benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, U.S. hemp or isolated cannabinoids (such as CBD and THC) inhaled, in dietary supplements, food, or cosmetic products remains in early stages. There have been relatively few clinical trials on the potential benefits of cannabis, U.S. hemp or isolated cannabinoids in dietary supplements, food, or cosmetic products and there is limited long-term data with respect to potential benefits, effects and/or interaction of these substances with human or animal biochemistry. As a result, our products could have unexpected side effects or safety concerns, the discovery of which could lead to civil litigation, regulatory actions and even possible criminal enforcement actions. In addition, if the products we sell do not or are not perceived to have the effects intended by the end user, this could have a material adverse effect on our business, financial condition and results of operations.

The statements made by the Company, including in this Annual Report, concerning the potential benefits of cannabis, U.S. hemp and isolated cannabinoids are based on published articles and reports and therefore are subject to the experimental parameters, qualifications and limitations in such studies that have been completed. Although we believe that the existing public scientific literature generally supports our beliefs regarding the benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, U.S. hemp and cannabinoids in dietary supplements, food, or cosmetic products, future research and clinical trials may cast doubt or disprove such beliefs, or could raise or heighten concerns regarding, and perceptions relating to, cannabis, U.S. hemp and cannabinoids, which could have a material adverse effect on the demand for our products with the potential to lead to a material adverse effect on our business, financial condition and results of operations. Given these risks, uncertainties and assumptions, undue reliance should not be placed on such literature. In particular, the FDA has raised several questions regarding the safety of CBD and other cannabinoids, particularly in food and dietary supplements and gaps in the public scientific literature supporting the use of CBD and other cannabinoids by the general population.

Clinical trials of cannabis-based medical products and treatments have a limited history, and any trials may not result in commercially viable products and treatments.

Clinical trials are expensive, time consuming and difficult to design and implement. Regulatory authorities may suspend, delay or terminate any clinical trials we commence at any time, may require us, for various reasons, to conduct additional clinical trials, or may require a particular clinical trial to continue for a longer duration than originally planned. Clinical trials face many risks, including, among others:

- lack of effectiveness of any formulation or delivery system during clinical trials;
- discovery of serious or unexpected toxicities or side effects experienced by trial participants or other safety issues;
- slower than expected subject recruitment and enrollment rates in clinical trials;
- delays or inability in manufacturing or in obtaining sufficient quantities of materials for use in clinical trials due to regulatory and manufacturing constraints;
- delays in obtaining regulatory authorization to commence a trial, including licenses required for obtaining and using or isolated cannabinoids for research, either before or after a trial is commenced;
- unfavorable results from ongoing pre-clinical studies and clinical trials;
- trial participants or investigators failing to comply with study protocols;
- trial participants failing to return for post-treatment follow-up at the expected rate;
- sites participating in an ongoing clinical study withdraw, requiring us to engage new sites; and
- third-party clinical investigators declining to participate in our clinical studies, not performing the clinical studies on the anticipated schedule, or acting in ways inconsistent with the established investigator agreement, clinical study protocol or good clinical practices.

Any of the foregoing could cause our products or treatments not to be commercially viable, which could have a material adverse effect on our business, financial condition and results of operations.

The controversy surrounding vaporizers and vaporizer products may materially and adversely affect the market for vaporizer products and expose us to litigation and additional regulation.

There have been a number of highly publicized cases involving lung and other illnesses and deaths that appear to be related to vaporizer devices and/or products used in such devices (such as vaporizer liquids). The focus has been on the vaporizer devices, the manner in which the devices were used and the related vaporizer device products – THC, nicotine, other substances in vaporizer liquids, possibly adulterated products and other illegal unlicensed cannabis vaporizer products. Some states, provinces, territories and municipalities in the U.S. and Canada have already taken steps to prohibit the sale or distribution of vaporizers, restrict the sale and distribution of such products or impose restrictions on flavors, substances and concentration of substances used, or use of such vaporizers. This trend may continue, accelerate and expand.

Cannabis vaporizers in Canada are regulated under the Cannabis Act, Cannabis Regulations and other laws and regulations of general application. Although this legislation sets rules and standards for the manufacture, composition, packaging, and marketing of cannabis vaporizer products, these rules and standards predate the spate of vaporizer-related health issues that have recently arisen in the U.S. These issues and accompanying negative public sentiment may prompt Health Canada or individual provinces/territories or municipalities to decide to further limit or defer the industry's ability to sell cannabis vaporizer products and may also diminish consumer demand for such products. Currently, Prince Edward Island does not allow the sale of cannabis vaporizers. In June 2021, Health Canada opened a consultation into the use of flavors in inhaled cannabis extracts as it claims that the availability of flavors is one of the factors that contributes to the increase in cannabis vaping in youth and young adults. As part of this consultation, Health Canada released proposed regulations that contemplate restricting the production, sale, promotion, packaging and labelling of inhaled cannabis extracts from having a flavor, other than the flavor of cannabis. This regulatory initiative remains on Health Canada's Forward Regulatory Plan and Health Canada is reviewing the expert panel's final report recommendations that were published in March 2024 before determining whether to proceed with any further restrictions on flavors in inhaled cannabis extracts.

There can be no assurance that the jurisdictions in which we operate will allow the sale of cannabis vaporizers in the future, that other jurisdictions will not prohibit the sale of cannabis vaporizers, that we will be able to meet any additional compliance requirements or regulatory restrictions, or that we will remain competitive in face of unexpected changes in market conditions.

An extension of this controversy to non-nicotine vaporizer devices and other product formats could materially and adversely affect our business, financial condition, operating results, liquidity, cash flow and operational performance. In February 2020, the U.S. Centers for Disease Control reported that federal and state agencies were investigating an outbreak of over 2,807 lung injury cases associated with the use of vaporizer products, including non-nicotine containing products. Litigation pertaining to vaporizer products is ongoing and that litigation could potentially expand to include our products, which would materially and adversely affect our business, financial condition, operating results, liquidity, cash flow and operational performance.

Future research may lead to findings that vaporizers, electronic cigarettes and related products are not safe for their intended use.

Vaporizers, electronic cigarettes and related products were recently developed and therefore the scientific or medical communities have had a limited period of time to study the long-term health effects of their use. Currently, there is limited scientific or medical data on the safety of such products for their intended use and the medical community is still studying the health effects of the use of such products, including the long-term health effects. If a consensus were to develop among the scientific or medical community that the use of any or all of these products pose long-term health risks, market demand for these products and their use could materially decline. Such a development could also lead to litigation, reputational harm and significant regulation. Loss of demand for our products, product liability claims and increased regulation stemming from unfavorable scientific studies on vaporizer products could have a material adverse effect on our business, financial condition, operating results, liquidity, cash flow and operational performance.

We, or the cannabis industry more generally, may receive unfavorable publicity or become subject to negative consumer perception.

We believe the cannabis industry is highly dependent upon broad social acceptance and consumer perception regarding the safety, efficacy and quality of cannabis products, as well as consumer views concerning regulatory compliance. Consumer perception of our products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention, market rumors or speculation and other publicity regarding the consumption or effects of cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for our products and our business, financial condition and results of operations. Our dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the demand for products, and our business, results of operations, financial condition and cash flows. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis in general, or our products specifically, or associating the consumption or use of cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately or as directed.

The increased usage of social media, artificial intelligence and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views, whether or not true, on our operations and activities and the cannabis industry in general, whether true or not. Social media permits user-generated content to be distributed to a broad audience which can respond or react, in near real time, with comments that may be generated by automation and are often not filtered or checked for accuracy. In many cases, we do not have the ability to filter such comments or verify their accuracy. Accordingly, the speed with which negative publicity (whether true or not) can be disseminated has increased dramatically with the expansion of social media and artificial intelligence. The dissemination of negative or inaccurate posts, comments or other user-generated content about us on social media (including those published by third-parties) could damage our brand, image and reputation or how the cannabis industry is perceived generally, which could have a detrimental impact on the market for our products and thus on our business, financial condition and results of operations.

Certain businesses may have strong economic opposition to the cannabis industry. Lobbying by such groups, and any resulting inroads they might make in halting or rolling back the cannabis movement, could affect how the cannabis industry is perceived by others and could have a detrimental impact on the market for our products and thus on our business, financial condition and results of operations.

The parties with which we do business, have perceived and may in the future perceive that they are exposed to reputational risk as a result of our cannabis business activities. Failure to establish or maintain business relationships could have a material adverse effect on our business, financial condition and results of operations. In the past, certain third-party service providers and suppliers have suspended or withdrawn services to us or required increased fees or compensation, and in the future, other third party services providers or suppliers could do the same if they perceive that the potential risks exceed the potential benefits to such services. For example, we face challenges making U.S. dollar wire transfers or engaging any third-party service provider or supplier with a substantial presence where cannabis is not federally legal (including the U.S.). In these circumstances, while we believe that such services can be procured from other institutions, we may in the future have difficulty maintaining existing, or securing new, bank accounts or clearing services, service providers or other vendors or we may be forced to pay increased fees or compensation for such services.

Although we take care in protecting our image and reputation, we do not ultimately have control over how we or the cannabis industry are perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to our overall ability to advance our business strategy and realize on our growth prospects, thereby having a material adverse impact on our business, financial condition and results of operations.

We may be subject to litigation in the ordinary course of our marketing, distribution and sale of our products.

We are subject to litigation, claims and other legal and regulatory proceedings from time to time in the ordinary course of our manufacturing, marketing, distribution and sale of our products, some of which may adversely affect our business, financial condition and results of operations. Several companies in the U.S. hemp-derived CBD industry, including the Company with respect to its previous U.S. operations, have become party to an increasing number of purported class action lawsuits relating to their food and dietary supplement products containing U.S. hemp-derived CBD. While one such case against the Company was dismissed, similar class actions may be filed against us again, and the plaintiffs in such class action lawsuits, as well as in other lawsuits against us, may seek very large or indeterminate amounts, including punitive damages, which may remain unknown for substantial periods of time. Should any litigation in which we become involved be determined against us, such a decision could adversely affect our ability to continue operating, adversely affect the market price for our common shares and require the use of significant resources. Even to the extent we ultimately prevail in litigation, litigation can consume and redirect significant resources. Litigation may also create a negative perception of our brands, which could have an adverse effect on our business, financial condition and results of operations. See Part II, Note 12(b) “*Contingencies*” to the consolidated financial statements under Item 8 of this Annual Report for a discussion of our legal proceedings.

We may be subject to product liability claims.

As a manufacturer and distributor of products designed to be ingested by humans, we face an inherent risk of exposure to product liability claims, regulatory action and litigation if our products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of cannabis and U.S. hemp products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of cannabis or U.S. hemp products alone or in combination with other medications or substances could occur as described above under “— *There is limited long-term data with respect to the efficacy and side effects of cannabis, and cannabinoids and future clinical research studies on the effects of cannabis, and cannabinoids may lead to conclusions that dispute or conflict with our understanding and belief regarding their benefits, viability, safety, efficacy, dosing and social acceptance.*” We have been, and may in the future be, subject to product liability claims that include, among others, our products caused injury or illness, incorrect labeling, inadequate instructions for use or inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against us could result in increased costs, adversely affect our reputation with our consumers generally, and have a material adverse effect on our business, financial condition and results of operations. See Part II, Note 12(b) “*Contingencies*” to the consolidated financial statements under Item 8 of this Annual Report for a discussion on our legal proceedings.

There can be no assurances that we will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of products.

Our products have in the past and may in the future be subject to recalls.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including, among other things, product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. Some of our products have been subject to recalls in the past.

If one or more of our products are recalled for any reason, we could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. We may lose a significant number of sales and may not be able to replace those sales at an acceptable margin, or at all. In addition, product recalls have in the past and may in the future require significant management attention. Although we have detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. If one or more of our products were subject to recall, the public perception of that product and us could be harmed. A recall of one of our products could lead to decreased demand for that product and our other products and could have a material adverse effect on our business, financial condition and results of operations. Additionally, product recalls may lead to increased scrutiny of our operations by Health Canada, or other regulatory agencies, requiring further management attention and potential legal fees and other expenses. Furthermore, any product recall affecting the cannabis industry more broadly could lead consumers to lose confidence in the safety and security of the products sold by participants in these industries generally, which could have a material adverse effect on our business, financial condition and results of operations.

We rely on third-party testing and analytical methods which are validated but have not yet been standardized.

For certain of our cannabis products, testing for cannabinoid levels, heavy metals and pesticides (among other things) is performed by independent third-party testing laboratories. Testing methods and analytical assays for cannabinoids and levels of detection vary among different testing laboratories in different jurisdictions. There is currently no industry consensus on standards for testing methods or an industry accepted compendium of analytical assays or standard levels of detection. The detected and reported cannabinoid content in our cannabis products therefore can differ depending on the laboratory and testing methods (analytical assays) used. Variations in reported cannabinoid content will likely continue until the relevant regulatory agencies and independent certification bodies (e.g., ISO, USP) collaborate to develop, publish and implement standardized analytical assays and levels of detection for cannabis, cannabinoids and their derivative products. Until such standardized analytical assays and levels of detection are developed, the existing differences could cause confusion with our consumers which could lead to a negative perception of us and our products, increase the risk of litigation regarding cannabinoid content and regulatory enforcement action and could make it more difficult for us to comply with regulatory requirements regarding contents of ingredients and packaging and labeling. For example, on June 16, 2020, an alleged consumer filed a Statement of Claim, which has since been dismissed as against the Company, on behalf of a class in the Court of King's Bench of Alberta in Alberta, Canada, against the Company and other Canadian cannabis manufacturers and distributors alleging claims related to the defendants' advertised content of cannabinoids in cannabis products for medicinal use on or after June 16, 2010 and cannabis products for adult use on or after October 17, 2018. See Part II, Note 12(b) "*Contingencies*" to the consolidated financial statements under Item 8 of this Annual Report.

We may not be able to successfully develop new products or find a market for their sale.

The legal cannabis industry is in its early stages of development and it is likely that we, and our competitors, will seek to introduce new products, including products that contain cannabinoids other than THC and CBD, in the future. In attempting to keep pace with any new market developments, we may need to spend significant amounts of capital in order to successfully develop and generate revenues from new products we introduce. In addition, we may be required to obtain additional regulatory approvals from Health Canada and/or any other applicable regulatory authority, which may take significant amounts of time. We may not be successful in developing effective and safe new products, bringing such products to market in time to be effectively commercialized, or obtaining any required regulatory approvals, and, in the event we are successful, it is possible that there may be little or no demand for the products we develop (including products containing cannabinoids other than THC and CBD with which consumers may not be familiar or have significant reservations), which, together with any capital expenditures made in the course of such product development and regulatory approval processes, may have a material adverse effect on our business, financial condition and results of operations.

The Canadian excise duty framework may adversely affect our profitability.

Canada's excise duty framework imposes an excise duty and various regulatory-like restrictions on certain cannabis products sold in Canada. We currently hold licenses issued by the Canada Revenue Agency ("CRA") required to comply with this excise framework. Any change in the rates or application of excise duty to cannabis products sold by us in Canada, and any restrictive interpretations by the CRA or the courts of the provisions of the Excise Act, 2001 (which may be different than those contained in the Cannabis Act) may affect our profitability and ability to compete in the market. Similarly, the excise duty has in the past, and will likely continue to, have an effect on our profitability and ability to compete in the market.

Our business may be impacted as a result of conditions in the global economy and financial markets, including changes in inflation, interest rates, trade policy and overall economic conditions.

Our results of operations could be adversely affected by general conditions in the global economy and in the global financial markets, including changes in inflation, interest rates, trade policy and overall economic conditions.

In recent years, the worldwide economy has experienced significant inflation and inflationary pressures, including, in particular, on wages. Inflation could reduce our purchasing power and negatively impact our ability to obtain goods and services at commercially viable prices. We may be unable to pass on rising costs, including increased employee costs, to our customers. To the extent that we are unable to offset such inflation through higher prices of our products or other cost savings, there would be a negative impact on our operating margins, net income, cash flows and the trading price of our common shares.

A period of sustained inflation across the markets in which we operate could result in higher operating costs and reduce our profitability. Despite efforts we may take to reduce the impact of inflation on our business across the markets in which we operate, it could become increasingly difficult to effectively mitigate the increases to our costs. In addition, the effects of inflation on consumers' budgets could result in the reduction of our customers' spending on our products.

Additionally, interest rates directly affect the level of interest income we generate from investing our cash and cash equivalents and from our short-term investments. Interest rates are subject to fluctuation, and a decrease in interest rates could negatively impact our interest income. Further, high interest rates have in the past had, and may in the future have, adverse effects on the disposable income of our customers and their spending habits.

In addition, international trade and diplomatic tensions, including trade disputes and tariffs, may impact our existing business and future opportunities. For example, on February 1, 2025, the U.S. government announced a 25% tariff on product imports from Mexico and Canada and a 10% additional tariff on product imports from China. On February 3, 2025, the prospective tariffs on Canada and Mexico were deferred for 30 days, though the implementation of these additional tariffs remains possible beyond the current short-term reprieve. The 10% additional tariff on all imports from China went into effect, and on February 4, 2025, China retaliated with various levels of tariffs on certain products imported into that country from the U.S. If tariffs are implemented and maintained among countries in which we do business or source raw materials or product components (including the U.S.), tariffs and the potential escalation of trade disputes generally could pose a significant risk to our business and results of operations, including due to fluctuations in exchange rates. The resulting impact of tariffs on general economic conditions and exchange rates and on our business are uncertain and depend on various factors, such as negotiations between affected countries, the responses of other countries or regions, exemptions or exclusions that may be granted, availability and cost of alternative sources of supply, and demand for our products in affected markets. Further, actions we take to adapt to tariffs or trade restrictions may cause us to modify our operations or forgo business opportunities.

Risks Relating to Production and Distribution of Products

Our production facilities, and those of our strategic joint ventures, are integral to our operations, and any adverse changes or developments affecting such facilities may impact our business, financial condition and results of operations.

Our activities and resources are focused on various production and manufacturing facilities including in Canada and Israel. Some licenses are specific to those facilities. Adverse changes or developments affecting our facilities and the facilities of our joint venture partners or strategic partners, including the Cronos GrowCo Facility, such as a breach of security, an inability to successfully grow cannabis plants or produce finished goods, unanticipated cost overruns in growing or producing products, an outbreak of a communicable illness (such as COVID-19) or a force majeure event, could have a material and adverse effect on our business, financial condition and results of operations. Any breach of the security measures and other facility requirements, including any failure to comply with recommendations or requirements arising from inspections by regulatory agencies, could also have an impact on our ability to continue operating under our licenses or the prospect of renewing our licenses or result in a revocation of our licenses.

We bear the responsibility for all of the costs of maintenance and upkeep at our facilities and our operations and financial performance may be adversely affected if our facilities are unable to keep up with maintenance requirements.

We may experience breaches of security at our facilities, which may expose us to the loss of inventory and risks related to violations of applicable laws and regulations.

Given the nature of our products and the concentration of inventory in our facilities and the Cronos GrowCo Facility, we are subject to the risk of theft. A security breach at one of our facilities could expose us to additional scrutiny from regulators, increased expenses and business disruptions relating to the resolution and future prevention of these breaches.

We have in the past and may in the future experience unauthorized access to our information technology systems or other cybersecurity incidents, which may make us unable to access or operate business critical systems and which may cause our customers to lose confidence in our cybersecurity, expose us to risks related to violations of applicable laws and regulations, and have a material adverse effect on our business, financial position and results of operations.

A cybersecurity incident or breach may occur in a variety of ways, including, without limitation, a procedural or process failure, information technology malfunction, inadvertent disclosure of sensitive or private information, deliberate unauthorized intrusion, computer virus, and direct or indirect cyberattack or other electronic security breach. Theft of data for competitive or fraudulent purposes, such as customer lists and preferences and other consumer and employee personal information, and trade secrets and other confidential intellectual property is an ongoing and growing risk. Any such theft or cybersecurity incident or breach may have a material adverse effect on our business, financial condition and results of operations.

We are dependent upon information technology systems in the conduct of our operations, and we collect, store and use certain data, intellectual property, proprietary business information and certain personal information of our employees and customers on those systems, including cloud-based systems (including software as a service “SaaS”). We have been, and expect to continue to be, subject to various cyberattacks and phishing schemes. Additionally, we are undertaking an effort to modernize our information technology systems, which could expose us to additional risks relating to our collection, storage and use of certain data on our systems.

There have been many highly publicized cyber-attacks over the last several years and we expect those to continue. Any fraudulent, malicious or accidental breach of our systems could result in unintended disclosure of, or unauthorized access to, third-party, customer, vendor, employee or other confidential information, and could result in additional costs and business disruption to us, including without limitation, to repair or replace damaged systems, enhance security or respond to occurrences, lost sales, violations of data privacy, security or other laws and regulations and subsequent penalties, fines, regulatory action or litigation. We also rely on third-party service providers, including cloud-based and SaaS systems, for most of our information technology systems, and any data security breach at a third-party service provider could have similar effects. In addition, media or other reports of perceived security vulnerabilities to our systems or those of our third-party providers, even if no breach has been attempted or occurred, could adversely impact our brand and reputation, and customers could lose confidence in our security measures and reliability, which would harm our ability to retain customers and gain new ones. If any of these were to occur, it could have a material adverse effect on our business, financial position and results of operations.

There can be no assurance that our systems and processes for overseeing and identifying cybersecurity risks will prevent or timely detect a cybersecurity incident. We rely on third-party service providers to assist with these measures. We and our third-party service providers may not have the resources or technical sophistication to anticipate, prevent, respond to, or mitigate cyberattacks or cybersecurity breaches or incidents, and we or they may face difficulties or delays in identifying and responding to cyberattacks, cybersecurity breaches and incidents.

We incur significant costs in an effort to detect and prevent cybersecurity breaches and incidents and we expect our costs will increase as we continue to implement systems and processes designed to prevent and otherwise address cybersecurity breaches and incidents. In the event of a significant or material cybersecurity breach or incident, we could be required to expend additional significant capital and other resources in an effort to respond to or prevent further breaches or incidents, which may require us to divert substantial resources from our business. Moreover, we could be required or otherwise find it appropriate to expend significant capital and other resources to respond to, notify third parties of, and otherwise address the breach or incident and its root cause.

In recent years, our Information Systems department, which oversees our cybersecurity systems and processes, has experienced high turnover, creating opportunities for knowledge and skill gaps, which can result in operational errors and security oversights. There is currently no permanent head of the Information Systems department and instead we have contracted with a third party to provide an interim head of the department. In addition, cybersecurity is not the sole focus of our Information Systems department, and no individual employee is specifically dedicated solely to cybersecurity; competing responsibilities may divert their attention from cybersecurity matters. We also rely on external service providers to implement, manage and monitor our cybersecurity systems, including a managed security service provider whose personnel are not dedicated full time to our systems and may have their attention diverted by other customers. We expect our reliance on such external service providers to increase in the near future.

Any actual or perceived failure by us to comply with laws, regulations or any other obligations relating to privacy, data protection or the protection or transfer of personal data, could adversely affect our business.

We collect and store personal information about our customers and employees, including health information, and are responsible for protecting that information. In Canada, for example, we are required to retain certain customer personal information for prescribed periods of time pursuant to the Cannabis Act. In the U.S., for example, we must comply with Americans with Disability Act requirements for confidential employee medical records, including that they must be stored separately from other personnel records and access must be restricted to those who need access. With respect to customer health information, there are a number of federal, state and provincial laws and regulations protecting the confidentiality of certain customer health information, including customer records, and restricting the use and disclosure of that protected information. The privacy rules under the Personal Information Protection and Electronics Documents Act (Canada) (“PIPEDA”) and related provincial laws protect medical records and other personal health information by limiting the use and disclosure of health information to the minimum level reasonably necessary to accomplish the intended purpose and apply to our operations globally. If we were found to be in violation of the privacy or data protection rules under PIPEDA or other applicable laws and regulations protecting the confidentiality of client health information in jurisdictions we operate in, we could be subject to sanctions and civil or criminal penalties, which could increase our liabilities, harm our reputation and have a material adverse effect on our business, results of operations and financial condition.

The jurisdictions in which we operate or which we may enter also have data privacy and data protection laws and regulations that govern the collection, use, disclosure, transfer, storage, disposal, and protection of personal information (such as the California Privacy Rights Act and other similar state laws and regulations, and PIPEDA and related provincial laws in Canada (such as Bill 64 in Quebec)). We may incur significant expenses in an effort to comply with privacy, data protection and information security standards imposed by such laws and regulations, as well as contractual obligations.

New and modified laws, and other changes in laws or regulations relating to privacy, data protection and information security, may require us to modify our data collection or processing practices and policies, incur substantial costs and expenses to comply with these laws and regulations, and increase our potential exposure to regulatory enforcement and litigation. The interpretation and enforcement of such laws and regulations are uncertain and subject to change and may require substantial costs to monitor and implement compliance systems. Failure to comply with data privacy and protection laws and regulations could result in government enforcement actions (which could include substantial civil and criminal penalties), litigation, business disruption, the diversion of management’s attention and adverse publicity and could negatively affect our business, results of operations and financial condition.

Our cannabis cultivation operations are subject to risks inherent in an agricultural business.

Our business and that of our joint venture partners and third-party suppliers involves the growing of cannabis, an agricultural product, in certain jurisdictions where that activity is permitted. As such, the business is subject to the risks inherent in the agricultural business, such as insects, plant diseases and other agricultural risks that may create crop failures and supply interruptions for our customers. Although our current operational production facilities, and those of our joint venture partners and a majority of our third-party suppliers, grow products indoors (including in greenhouses) under climate-controlled conditions and we and our joint venture partners and third-party suppliers carefully monitor the growing conditions with trained personnel, there can be no assurance that natural elements will not have a material adverse effect on the production of our products. The Company also has relationships with third-party suppliers that grow products outdoors, and there can be no assurance that natural elements will not have a material adverse effect on the production of the products that we intend to purchase from such suppliers. To the extent we rely on third parties or our joint venture partners to grow cannabis that we intend to commercialize, we are exposed to similar risks and there can be no assurance that such risks will not have a similarly material adverse effect on the production of our products.

The inability of our suppliers to meet their financial or contractual obligations to us may result in disruption to our supply chain and could result in financial losses.

We face exposure to our third-party suppliers that may face financial difficulties which would impact our supply of products. We have in the past, and in the future may have disruptions in our supply chain.

We rely on third-party distributors and manufacturers to distribute and manufacture certain of our products, and those distributors and manufacturers may not perform their obligations.

We rely on third-party distributors and other courier services, and may in the future rely on other third parties, to distribute our products. We also rely on third-party manufacturers to manufacture certain of our products. If these distributors or manufacturers do not successfully carry out their contractual obligations or terminate or suspend their contractual arrangements with us, if there is a delay or interruption in the distribution or manufacturing of our products or if these third parties damage our products, it could negatively impact our revenue and may require significant management attention. In addition, any damage to our products due to acts or omissions of our third-party distributors or manufacturers, such as product spoilage or improper storage or handling, could expose us to potential product liability, damage our reputation and the reputation of our products or brands or otherwise harm our business.

Risks Relating to Intellectual Property

We are subject to risks related to the protection and enforcement of our intellectual property rights, and we may be unable to protect or enforce our intellectual property rights.

The ownership and protection of our intellectual property rights is a significant aspect of our future success. Currently we rely on trade secrets, technical know-how, proprietary information, trademarks, copyrights, designs and certain patent filings to maintain our competitive position. When we develop intellectual property that we believe is valuable, we try to protect our intellectual property by strategically seeking and obtaining registered protection where appropriate, developing and implementing standard operating procedures to protect trade secrets, technical know-how and proprietary information, and entering into agreements with parties that have access to our inventions, trade secrets, technical know-how and proprietary information, such as our partners, collaborators, employees and consultants, to protect confidentiality and ownership. We also seek to preserve the integrity and confidentiality of our inventions, trade secrets, technical know-how and proprietary information by maintaining physical security of our premises and physical and electronic security of our information technology systems, and we seek to protect our trademarks and the goodwill associated therewith by monitoring and enforcing against unauthorized use of our trademarks.

It is possible that we will inadvertently disclose or otherwise fail or be unable to protect our inventions, trade secrets, technical know-how or proprietary information, or will fail to identify our inventions or trademarks as patentable or registrable intellectual property, or fail to obtain patent or registered trademark protection therefor. Any such disclosure or failure could have a material adverse effect on our business.

We may be unable to protect our inventions, trade secrets, and other intellectual property from discovery or unauthorized use.

In relation to our agreements with parties that have access to our intellectual property, any of these parties may breach their obligations to us, and we may not have adequate remedies for such breach. In relation to our security measures, such security measures may be breached and we may not have adequate remedies for such breach. In addition, our intellectual property that has not yet been applied for or registered may otherwise become known to, or be independently developed by, competitors, or may already be the subject of applications for intellectual property registrations filed by our competitors, which may have a material adverse effect on our business, financial condition and results of operations.

We cannot provide any assurances that our inventions, trade secrets, technical know-how and other proprietary information will not be disclosed in violation of agreements, or that competitors will not otherwise gain access to our intellectual property or independently develop and file applications for intellectual property rights in a manner that adversely impacts our intellectual property rights. For example, we have had employees misappropriate the Company's confidential information, including intellectual property, including at least one employee who was subsequently employed by a competitor. Unauthorized parties may attempt to replicate or otherwise obtain and use our inventions, trade secrets, technical know-how and proprietary information. Identifying and policing the unauthorized use of our current or future intellectual property rights is difficult, expensive, time-consuming and unpredictable, as is enforcing these rights against unauthorized use by others. For example, we may be unable to effectively monitor and evaluate the products being distributed by our competitors, including parties such as unlicensed dispensaries, and the processes used to produce such products. If the steps taken to identify and protect our trade secrets are inadequate, we may be unable to enforce our rights in them against third parties.

Our intellectual property rights may be invalid or unenforceable under applicable laws, and we may be unable to have issued or registered, and unable to enforce, our intellectual property rights.

The laws regarding intellectual property rights relating to cannabis and cannabis-related products, and the positions of intellectual property offices administering such laws, are constantly evolving, and there is uncertainty regarding which countries will permit the filing, prosecution, issuance, registration and enforcement of intellectual property rights relating to cannabis and cannabis-related products. Additionally, the exit of our U.S. operations may result in the loss of our intellectual property and our proprietary rights in the U.S. by operations of law and/or due to our cessation of maintenance thereof, rendering such rights invalid or unenforceable, as applicable.

Specifically, we have sought trademark protection in many countries, including Canada, the U.S. and others. Our ability to obtain registered trademark protection for cannabis and cannabis-related goods and services (including U.S. hemp and U.S. hemp-related goods and services) may be limited in certain countries outside of Canada, including the U.S., where a trademark applicant/registrant would need to demonstrate continued use or intent to use a trademark in U.S. commerce to obtain and/or maintain rights to register such trademark, where registered federal trademark protection is currently unavailable for trademarks covering the sale of U.S. Schedule I cannabis products or certain goods containing U.S. hemp-derived CBD (such as dietary supplements and foods) until the FDA provides clearer guidance on the regulation of such products, and including Europe, where laws on the legality of cannabis use are not uniform, and trademarks cannot be obtained for products that are "contrary to public policy or accepted principles of morality." Accordingly, our ability to obtain intellectual property rights or enforce intellectual property rights against third-party uses of similar trademarks may be limited in certain countries.

Moreover, in any infringement proceeding, some or all of our current or future trademarks, patents or other intellectual property rights or other proprietary know-how, or arrangements or agreements seeking to protect the same for our benefit, may be found invalid, unenforceable, anti-competitive or not infringed. An adverse result in any litigation or defense proceedings could put one or more of our current or future trademarks, patents or other intellectual property rights at risk of being invalidated or interpreted narrowly and could put existing intellectual property applications at risk of not being issued. Any or all of these events could materially and adversely affect our business, financial condition and results of operations.

There is no guarantee that any patent or other intellectual property applications that we file will result in registration or any enforceable intellectual property rights or the breadth of any such protection. Further, with respect to any patent applications that we file, there is no assurance that we will find all potentially relevant prior art relating to such applications, which may prevent a patent from issuing from such application or invalidate any patent that issues from such application. Even if patents do successfully issue, and cover our products and processes, third parties may challenge their validity, enforceability or scope, which may result in such patents being narrowed, found unenforceable or invalidated. Even if they are unchallenged, any patent applications and future patents may not adequately protect our intellectual property rights, provide exclusivity for our products or processes or prevent others from designing around any issued patent claims. Any of these outcomes could impair our ability to prevent competition from third parties, which could materially and adversely affect our business, financial condition and results of operations.

We may be subject to allegations that we are in violation of third-party intellectual property rights, and we may be found to infringe third-party intellectual property rights, possibly without the ability to obtain licenses necessary to use such third-party intellectual property rights.

Other parties may claim that our products, including those produced by contract manufacturers on our behalf, infringe on their intellectual property rights, including with respect to patents, and the operation of our or a contract manufacturer's business, including the development, manufacture and sale of our goods and services, may be found to infringe third-party intellectual property rights. There may be third-party patents or patent applications with claims to products or processes related to the manufacture, use or sale of our products and processes. There may be currently pending patent applications, some of which may still be confidential, that may later result in issued patents that our products or processes may infringe. In addition, third parties may obtain patents in the future and claim that use of our inventions, trade secrets, technical know-how and proprietary information, or the manufacture, use or sale of our products, infringes upon those patents. Third parties may also claim that our use of our trademarks infringes upon their trademark rights. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources, legal fees, injunctions, temporary restraining orders, other equitable relief, and require the payment of damages, any or all of which may have an adverse impact on our business, financial condition and results of operations. In addition, we may need to obtain licenses from third parties who allege that we have infringed on their purported rights, whether or not such allegations have merit. Such licenses may not be available on terms acceptable to us, and we may be unable to obtain any licenses or other necessary or useful rights to such third-party intellectual property.

Our germplasm relies heavily on intellectual property, and we may be unable to protect, register or enforce our intellectual property rights in germplasm, and may infringe third-party intellectual property rights with respect to germplasm, possibly without the ability to obtain licenses necessary to use such third-party intellectual property rights.

Germplasm, including seeds, clones and cuttings, is the genetic material used in new cannabis varieties and hybrids. We use advanced breeding technologies to produce cannabis germplasm (hybrids and varieties). We rely on parental varieties for the success of our breeding program. Although we believe that the parental germplasm is proprietary to us, we may need to obtain licenses from third parties who may allege that we have appropriated their germplasm or their rights to such germplasm, whether or not such allegations have merit. Such licenses may not be available on terms acceptable to us, and we may be unable to obtain any licenses or other necessary or useful rights under third-party intellectual property. We may seek to protect our parental germplasm, as appropriate, relying on intellectual property rights, including rights related to inventions (patents and plant breeders' rights), trade secrets, technical know-how, and proprietary information. There is a risk that we will fail to protect such germplasm or that we will fail to register rights in relation to such germplasm. We have also licensed certain of our germplasm strains to Cronos GrowCo and may be unable to maintain control of these strains.

We also seek to protect our parental germplasm, hybrids and varieties from pests and diseases and enhance plant productivity and fertility, and we research products to protect against crop pests and fungus. There are several reasons why new product concepts in these areas may be abandoned, including greater than anticipated development costs, technical difficulties, regulatory obstacles, competition, inability to prove the original concept, lack of demand and the need to divert focus, from time to time, to other initiatives. The processes of breeding, development and trait integration are lengthy, and the germplasm we test may not be selected for commercialization. The length of time and the risk associated with breeding may affect our business. Our sales depend, in part, on our germplasm. Commercial success frequently depends on being the first company to the market, and many of our competitors are also making considerable investments in similar new and improved cannabis germplasm products. Consequently, there is no assurance that we will successfully develop new cannabis germplasm to the point of commercial viability in the markets we serve on a timely basis.

Finally, we seek to protect our germplasm, hybrids and varieties from accidental release, theft, misappropriation and sabotage by maintaining physical security of our premises and through contractual rights with our employees and certain of our suppliers, independent contractors, consultants and licensees. However, such security measures may be insufficient or breached, and our employees, independent contractors, consultants and licensees may engage in the inadvertent disclosure, theft, misappropriation or sabotage. We may not have adequate remedies in the case of any such security breach, inadvertent disclosure, theft, misappropriation or sabotage.

We receive licenses to use some third-party intellectual property rights and germplasm; the failure of the owner of such intellectual property or germplasm to properly maintain or enforce the intellectual property underlying such licenses or germplasm, as the case may be, or our inability to obtain or maintain such licenses, could have a material adverse effect on our business, financial condition and performance.

We are party to licenses granted by third parties, which give us rights to use third-party intellectual property and germplasm that is necessary or useful to our business. Our success will depend, in part, on the ability of the applicable licensor to maintain and enforce its licensed intellectual property, including intellectual property underlying licensed germplasm, against other third parties, particularly intellectual property rights to which we have secured exclusive rights. Without protection for the intellectual property we have licensed, or underlying germplasm that we have licensed, as the case may be, other companies might be able to offer substantially similar products for sale or utilize substantially similar processes, publicity and marketing rights or other intellectual property, any of which could have a material adverse effect on our business, financial condition and results of operations. Our success will also depend, in part, on our ability to obtain licenses to certain intellectual property and germplasm that we believe are necessary or useful for our business. Such licenses may not be available on terms acceptable to us, or at all, which could adversely affect our ability to commercialize our products or services, as well as have a material adverse effect on our business, financial condition and results of operations.

Any of our licensors may allege that we have breached our license agreements with those licensors, whether with or without merit, and accordingly seek to terminate our applicable licenses. If successful, this could result in our loss of the right to use applicable licensed intellectual property or germplasm, which could adversely affect our ability to commercialize our products or services, as well as have a material adverse effect on our business, financial condition and results of operations.

The technologies, processes and formulations we use may face competition or become obsolete.

Rapidly changing markets, technology, emerging industry standards and frequent introduction of new products characterize our business. The introduction of new products embodying new technologies, including new growing or manufacturing processes or formulations, and the emergence of new industry standards may render our products obsolete, less competitive or less marketable. The process of developing our products is complex and requires significant continuing costs, innovation, development efforts and third-party commitments, including licensees, researchers, and collaborators. Our failure to develop new processes, technologies and products and the obsolescence of existing technologies or processes could adversely affect our business, financial condition and results of operations. We may be unable to anticipate changes in our potential customer preferences or requirements that could make our existing technology, processes or formulations obsolete. Our success will depend, in part, on our ability to continue to grow products efficiently, enhance our existing technologies, develop new technology that addresses the increasing demands and sophistication and varied views of the market, and respond to technological advances and emerging industry standards and practices on a timely and cost-effective basis. The development of our proprietary technology, processes and formulations entails significant technical and business risks. We may not be successful in using our new technologies or exploiting our niche markets effectively or adapting our business to evolving customer requirements or preferences or emerging industry standards.

Risks Relating to Entry into New Markets

Entering into new jurisdictions is inherently risky, may not be successful and could be costly.

From time to time, we enter into additional jurisdictions throughout the world, whether directly or through strategic partnerships with local operators who distribute our products. These expansion efforts involve significant risks and uncertainties, including risks related to the ability to obtain and maintain governmental permits and licenses, consumer reception of our products in such jurisdictions, increases in operational complexity, increases in the complexity involved in ensuring our products consistently meet our quality standards, unanticipated delays or challenges, increased strain on our operational and internal resources, our dependence on strategic commercial partnerships, and negative public reception.

Our expansion efforts have required, and may in the future require, the dedication of substantial resources. In particular, we may need to make additional investments in management and personnel, infrastructure, operations and compliance systems. Expanding into additional jurisdictions may involve significant up-front capital investments and such investments may not generate our expected return on investment or any return at all. Further, from time to time we may reevaluate and discontinue our participation in such jurisdictions, which could result in write-offs and asset, intangible asset and goodwill impairments, and could otherwise adversely affect our business, financial condition and results of operations.

We also face new operational risks and challenges as we enter into new markets. Expansion into foreign jurisdictions subjects us to legal, regulatory, reputational and political risks that may be different from and additional to those that we face in jurisdictions in

which we currently operate, and we may be at a disadvantage relative to competitors who are more familiar with local markets and local laws and regulations. Similarly, consumer preferences in jurisdictions we enter may differ from those in our existing markets, and our products may not be received by consumers as well as competing products in such jurisdictions. These factors may cause our expansion efforts to be unsuccessful, which may result in write-offs and asset, intangible asset and goodwill impairments, and may otherwise have a material negative impact on our business, results of operations and financial condition.

Controlled substance and other legislation and treaties may restrict or limit our ability to research, manufacture and develop a commercial market for our products outside of the jurisdictions in which we currently operate, and our expansion into such jurisdictions is subject to risks.

Approximately 250 substances, including cannabis, are listed in the Schedules annexed to the UN Single Convention on Narcotic Drugs (New York, 1961), the Convention on Psychotropic Substances (Vienna, 1971) and the Convention against Illicit Traffic in Narcotic Drugs and Psychotropic Substances (introducing control on precursors) (Vienna, 1988). The purpose of these listings is to control and limit the use of these drugs according to a classification of their therapeutic value, risk of abuse and health dangers, and to minimize the diversion of precursor chemicals to illegal drug manufacturers. The 1961 UN Single Convention on Narcotic Drugs, as amended in 1972 classifies cannabis as a Schedule I (“substances with addictive properties, presenting a serious risk of abuse”) narcotic drug. In December 2020, the Commission on Narcotic Drugs voted to remove cannabis from Schedule IV (“the most dangerous substances, already listed in Schedule I, which are particularly harmful and of extremely limited medical or therapeutic value”). The 1971 UN Convention on Psychotropic Substances classifies tetrahydrocannabinols, which includes delta-9 THC, as a Schedule I psychotropic substance (substances presenting a high risk of abuse, posing a particularly serious threat to public health which are of very little or no therapeutic value). Many countries are parties to these conventions, which govern international trade and domestic control of these substances, including cannabis. They may interpret and implement their obligations in a way that creates legal obstacles to our obtaining manufacturing and/or marketing approval for our products in those countries. These countries may not be willing or able to amend or otherwise modify their laws and regulations to permit our products to be manufactured and/or marketed, and achieving such amendments to the laws and regulations may take a prolonged period of time. There can be no assurance that any market for our products will develop in any jurisdiction in which we do not currently have operations. We may face new or unexpected risks or significantly increase our exposure to one or more existing risk factors, including economic instability, political instability, changes in laws and regulations and the effects of competition. These factors may limit our capability to successfully expand our operations into such jurisdictions and may have a material adverse effect on our business, financial condition and results of operations.

Investments and joint ventures outside of Canada are subject to the risks normally associated with any conduct of business in foreign countries, including varying degrees of political, legal, regulatory and economic risk.

Much of our exposure to markets in jurisdictions outside of Canada is through investments and joint ventures. These investments and joint ventures are subject to the risks normally associated with any conduct of business in foreign and/or emerging countries including political risks; civil disturbance risks; changes in laws, regulations or policies of particular countries, including those relating to royalties, duties, imports, exports and currency; the cancellation or renegotiation of contracts; the imposition of royalties, net profits payments, tax increases or other claims by government entities, including retroactive claims; a disregard for due process and the rule of law by local courts; the risk of expropriation and nationalization; delays in obtaining or the inability to obtain necessary governmental permits or the reimbursement of refundable tax from fiscal authorities.

Threats or instability in a country or region caused by political events including elections, change in government, changes in personnel or legislative bodies, foreign relations or military control present serious political and social risk and instability causing interruptions to the flow of business negotiations and influencing relationships with government officials. Changes in policy or law may have a material adverse effect on our business, financial condition and results of operations. The risks include increased “unpaid” state participation, higher energy costs, higher taxation levels and potential expropriation.

Other risks include the potential for fraud and corruption by suppliers or personnel or government officials which may implicate us, compliance with applicable anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act and the Corruption of Foreign Public Officials Act (Canada), by virtue of our or our joint ventures and strategic alliances operating in jurisdictions that may be vulnerable to the possibility of bribery, collusion, kickbacks, theft, improper commissions, facilitation payments, conflicts of interest and related party transactions or our joint ventures’ and strategic alliances’ possible failure to identify, manage and mitigate instances of fraud, corruption or violations of our Code of Business Conduct and Ethics and applicable regulatory requirements.

There is also the risk of increased disclosure requirements; exchange rate fluctuations; restrictions on the ability of local operating companies to hold Canadian dollars, U.S. dollars or other foreign currencies in offshore bank accounts; import and export restrictions; increased regulatory requirements and restrictions; increased health-related regulations; limitations on the repatriation of earnings or on our ability to assist in minimizing our expatriate workforce’s exposure to double taxation in both the home and host jurisdictions; and increased financing costs.

These risks may limit or disrupt our joint ventures, strategic alliances or investments, restrict the movement of funds, cause us to have to expend more funds than previously expected or required or result in the deprivation of contract rights or the taking of property by nationalization or expropriation without fair compensation, and may materially adversely affect our business, financial position and/or results of operations. In addition, the enforcement by us of our legal rights in foreign countries, including rights to exploit our properties or utilize our permits and licenses and contractual rights may not be recognized by the court systems in such foreign countries or enforced in accordance with the rule of law.

We currently do, and may in the future, invest in companies, or engage in joint ventures, in countries with developing economies. It is difficult to predict the future political, social and economic direction of the countries in which we or our joint ventures operate, and the impact government decisions may have on our business. Any political or economic instability in the countries in which we operate could have a material and adverse effect on our business, financial condition and results of operations.

Risks Relating to Regulation and Compliance

We operate in highly regulated sectors where the regulatory environment is rapidly developing, and we may not always succeed in complying fully with applicable regulatory requirements in all jurisdictions where we carry on business.

Our business and activities are heavily regulated in all jurisdictions where we carry on business. Our operations are subject to various laws, regulations and guidelines by governmental authorities (including, in Canada, Health Canada and other federal, provincial and local regulatory agencies relating to the cultivation, manufacture, processing, marketing, labeling, packaging, management, transportation, distribution, import, export, storage, sale, pricing and disposal of cannabis, and also including laws, regulations and guidelines relating to health and safety, insurance coverage, the conduct of operations and the protection of the environment (including relating to emissions and discharges to water, air and land, and the handling and disposal of hazardous and non-hazardous materials and wastes). Our operations may also be affected in varying degrees by government regulations with respect to, among other things, price controls, import or export controls, controls on currency remittance, increased income taxes, restrictions on foreign investment and government policies rewarding contracts to local competitors or requiring domestic producers or vendors to purchase supplies from a particular jurisdiction. Laws, regulations and guidelines, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over our activities, including the power to limit or restrict business activities as well as impose additional disclosure requirements on our products and services, as well as on our personnel (including management and our board of directors).

Achievement of our business objectives is contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all necessary regulatory approvals for the cultivation, production, processing, storage, transportation, distribution, sale, import and export, as applicable, of our products. The cannabis industry is still new, and in Canada in particular, the Cannabis Act has no close precedent in Canadian law. Similarly, the regulatory regimes in the jurisdictions in which we and our joint ventures operate outside of Canada are new and are still being developed without close precedent in such jurisdictions. The effect of relevant governmental authorities' administration, application and enforcement of their respective regulatory regimes and delays in obtaining, or failure to obtain, necessary regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on our business, financial condition and results of operations.

The regulatory environment for our products is rapidly developing, and the need to build and maintain robust systems to comply with different and changing regulations in multiple jurisdictions increases the possibility that we may violate one or more applicable requirements. Further, the regulations to which our business is subject are not always clear, may be subject to interpretation and have in the past, and may in the future, be interpreted or applied inconsistently by the applicable regulatory agencies, which have broad interpretative and enforcement discretion with respect to such activities. This has in the past, and may in the future, make it difficult for us to determine whether we are in compliance with such regulations. While we endeavor to comply with all relevant laws, regulations and guidelines, any failure to comply with the regulatory requirements applicable to our operations could subject us to negative consequences, including, but not limited to, civil and criminal penalties, damages, fines, the curtailment or restructuring of our operations, asset seizures, revocation or imposition of additional conditions on licenses to operate our business, the denial of regulatory applications, the suspension or expulsion from a particular market or jurisdiction of our key personnel, or the imposition of additional or more stringent inspection, testing and reporting requirements, any of which could materially adversely affect our business, financial condition and results of operations. Additionally, scheduled or unscheduled inspections of our facilities or facilities of our joint ventures or third-party suppliers by applicable regulatory agencies could result in adverse findings that could require significant remediation efforts and/or temporary or permanent shutdown of our facilities or those of our joint ventures or third-party suppliers. The outcome of any regulatory or agency proceedings, investigations, inspections, audits, and other contingencies could harm our reputation, require us to take, or refrain from taking, actions that could harm our operations or require us to pay substantial amounts of money, harming our results of operations, financial condition and cash flows. There can be no assurance that any pending or future regulatory or agency proceedings, investigations, inspections and audits will not result in substantial costs or a diversion of management's attention and resources, negatively impact our future growth plans and opportunities or have a material adverse impact on our business, financial condition and results of operations.

As it relates to U.S. Schedule I cannabis, in the U.S., despite cannabis manufacturing, distribution, sale, possession and use having been legalized at the state level for medical use and for adult-use in many states and efforts to reschedule marijuana to Schedule III under the CSA, marijuana as defined by the CSA continues to be categorized as a Schedule I controlled substance under the CSA and subject to the Controlled Substances Import and Export Act (“CSIEA”). Although we do not engage in any activities related to marijuana as defined by the CSA in the U.S., violations of any U.S. federal laws and regulations, including the CSA and the CSIEA, whether intentional or inadvertent, could result in civil, criminal and/or administrative enforcement actions, which could result in fines, penalties, and other sanctions, including but not limited to, cessation of business activities. Additionally, U.S. border officials could deny entry into the U.S. to those employed at or investing in legal and licensed non-U.S. cannabis companies and such persons could face detention, denial of entry or lifetime bans from the U.S. for their business associations with cannabis businesses.

We and our joint ventures and strategic investments are reliant on required licenses, authorizations, approvals and permits for our ability to grow, process, store and sell cannabis, and cannabinoids which are subject to ongoing compliance, reporting and renewal requirements, and we may also be required to obtain additional licenses, authorizations, approvals and permits in connection with our business.

Our ability to grow, process, store and sell cannabis in Canada is dependent on our licenses from Health Canada, and in particular the licenses currently held by Peace Naturals and Cronos GrowCo. Failure to comply with the requirements of the licenses or failure to maintain the licenses would have a material adverse impact on our business, financial condition and results of operations. Although we believe Peace Naturals and Cronos GrowCo will meet the requirements of the Cannabis Act for their licenses, there can be no guarantee that Health Canada will extend or renew the licenses or, if they are extended or renewed, that they will be extended or renewed on the same or similar terms or that Health Canada will not revoke the licenses. Should we fail to comply with requirements of the licenses, should Health Canada not extend or renew the licenses, should they be renewed on different terms (including not allowing for anticipated capacity increases) or should the licenses be revoked or suspended, our business, financial condition and results of the operations will be materially adversely affected. To the extent we apply for any additional licenses from Health Canada, there can be no assurance that such licenses will be granted or, if granted, that they will be granted on commercially reasonable terms or within the time period we expect, which could have a material adverse effect on our business, financial condition and results of operations.

Our ability to grow, process, store and sell cannabis in Israel is dependent on maintaining our cannabis cultivation, production and distribution licenses and our ability to export products to, or import products from, Cronos Israel is also dependent on obtaining the relevant permits.

Should we or our joint ventures fail to comply with the requirements of the licenses, or should they not be extended or renewed by the applicable regulatory authorities, or should they be renewed on different terms (including not allowing for anticipated capacity increases) or should the licenses be revoked, the business, financial condition and results of our and our joint ventures’ operations will be materially adversely affected. There is no assurance that we or our joint ventures will be able to obtain necessary permits or licenses on commercially reasonable terms or within expected time periods, if at all.

Additional government licenses in the future may be required in connection with our operations, in addition to other unknown permits and approvals which may be required. To the extent such permits, and approvals are required and not obtained, we may be prevented from operating and/or expanding our business, which could have a material adverse effect on our business, financial condition and results of operations.

Changes in the laws, regulations and guidelines governing cannabis may adversely impact our business.

Our operations have been subject to various laws, regulations and guidelines promulgated by governmental authorities (including, in Canada, Health Canada and other federal, provincial and local regulatory agencies) relating to the cultivation, processing, marketing, acquisition, manufacture, packaging/labeling, management, transportation, distribution, import, export, storage, sale and disposal of cannabis but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Additionally, our growth strategy continues to evolve as regulations governing the cannabis industry in the jurisdictions other than Canada in which we and our joint ventures operate become more fully developed. Interpretation of these laws, rules and regulations and their application to our operations and those of our joint ventures is ongoing. No assurance can be given that new laws, regulations and guidelines will not be enacted or that existing laws, regulations and guidelines will not be amended, repealed or interpreted or applied in a manner which could require extensive changes to our operations, increase compliance costs, give rise to material liabilities or a revocation of our licenses and other permits, restrict the growth opportunities that we currently anticipate or otherwise limit or curtail our operations. For example, the Cannabis Act requires the Canadian federal government to conduct a review of the Cannabis Act after three years, which commenced in September 2022. The scope of this statutory review included, among other things, consideration of (i) the administration and operation of the Cannabis Act, (ii) the impact of the Cannabis Act on public health, (iii) the health and consumption habits of young persons, (iv) the impact of cannabis on Indigenous persons and communities and (v) the impact of cultivation of cannabis plants in a dwelling-house. The final report of an independent expert panel on a review of the Cannabis Act was published in March 2024 and the amendment, removal or addition of provisions in or to the Cannabis Act based on the recommendations resulting from this report could adversely affect our business. For example, recommendations related to imposing restrictions or prohibition of certain products with higher quantities or concentrations of THC or other intoxicating cannabinoids could limit and affect the types of products we can sell. Amendments to current laws, regulations and guidelines governing the production, sale and use of cannabis and cannabis-based products, more stringent implementation or enforcement thereof or other unanticipated events, including changes in political regimes or political instability, currency controls, fluctuations in currency exchange rates and rates of inflation, labor unrest, changes in taxation laws, regulations and policies, restrictions on foreign exchange and repatriation, governmental regulations relating to foreign investment and the cannabis business more generally, and changes in attitudes toward cannabis, are beyond our control and could require extensive changes to our operations, which in turn may result in a material adverse effect on our business, financial condition and results of operations.

While the production of cannabis in Canada, among other things, is under the regulatory oversight of the federal government of Canada, the distribution and retail sale of adult-use cannabis in Canada falls within the jurisdiction of the provincial and territorial governments. The impact of the legislation regulating adult-use cannabis passed in the provinces and territories on the cannabis industry and our business plans and operations is uncertain. Provinces and territories have announced certain restrictions that are more stringent than the federal rules or regulations such as retail sale and marketing restrictions, bans on certain types of cannabis products, raising minimum age of purchase and flavor restrictions. For example, Prince Edward Island does not currently permit sales of cannabis vaporizers, and Québec limits the sale of other high THC non-edible cannabis products. In April 2023, the Supreme Court of Canada affirmed the provinces' power to enact regulations that are more restrictive than the federal regime. In addition, the distribution and retail channels and applicable rules and regulations in the provinces continue to evolve, and our ability to distribute and sell cannabis products in Canada is dependent on the ability of the provinces and territories of Canada to establish licensed retail networks and outlets. There is no guarantee that the applicable legislation regulating the distribution and sale of cannabis for adult-use purposes will allow for the growth opportunities we currently anticipate and may result in a material adverse effect on our business, financial condition and results of operations.

In December 2023, Health Canada released guidance on cannabis products deliberately made with intoxicating cannabinoids other than delta-9-THC. Health Canada defines "intoxicating cannabinoids" as cannabinoids that bind to and activate the CB1 receptor and the guidance includes a list of 9 cannabinoids which can be revised as new evidence becomes available. This guidance recommends that license holders apply the regulatory controls (including limits on the amount of cannabinoids in certain products) currently applicable to delta-9-THC to all other cannabinoids that Health Canada considers to be "intoxicating cannabinoids" in order to minimize the risks of accidental consumption, overconsumption and adverse effects. Provincial and territorial distributors have taken different positions on the sale and distribution of products with various cannabinoids and may decide to ban, limit or implement new guidance on the types of cannabis products permitted for sale in each of their jurisdictions (including in response to Health Canada's guidance on intoxicating cannabinoids) which may result in some or all of our products being viewed as non-compliant with law or non-binding policy guidance. For example, the NSLC does not permit the sale of cannabis products that do not meet Health Canada's recommendation for total intoxicating cannabinoid content.

Furthermore, additional countries continue to pass laws and implement additional rules and regulations with respect to the production and distribution of cannabis in some form or another. We have subsidiaries, investments, joint ventures and strategic alliances in places outside of Canada, which may be affected by such changes. Increased international competition and limitations placed on us by Canadian regulations might lower the demand for our products on a global scale. We also face competition in each jurisdiction outside Canada where we have subsidiaries, investments, joint ventures and strategic alliances with local companies that have more experience, more in-depth knowledge of local markets or applicable laws, regulations and guidelines or longer operating histories in such jurisdictions.

We are subject to certain restrictions of the TSX and Nasdaq, which may constrain our ability to expand our business internationally.

Our common shares are listed on the TSX and Nasdaq. We must comply with the TSX and Nasdaq requirements or guidelines when conducting business.

The TSX has provided clarity regarding the application of Section 306 (Minimum Listing Requirements), Section 325 (Management) and Part VII (Halting of Trading, Suspension and Delisting of Securities) of the TSX Company Manual (collectively, the “Requirements”) to TSX-listed issuers with business activities in the cannabis sector. In TSX Staff Notice 2017- 0009, the TSX notes that issuers with ongoing business activities that violate U.S. federal law regarding U.S. Schedule I cannabis are not in compliance with the Requirements. The TSX reminded issuers that, among other things, should the TSX find that a listed issuer is engaging in activities contrary to the Requirements, the TSX has the discretion to initiate a delisting review. Although we do not conduct any operations in the U.S. with respect to U.S. Schedule I cannabis, failure to comply with the Requirements could result in a delisting of our common shares from the TSX or the denial of an application for certain approvals, such as to have additional securities listed on the TSX, which could have a material adverse effect on the trading price of our common shares.

While Nasdaq has not issued official rules specific to the cannabis industry, stock exchanges in the U.S., including Nasdaq, have historically refused to list certain U.S. Schedule I cannabis related businesses, including U.S. Schedule I cannabis retailers, that operate primarily in the U.S. Failure to comply with any requirements imposed by Nasdaq could result in the delisting of our common shares from Nasdaq or denial of any application to have additional securities listed on Nasdaq which could have a material adverse effect on the trading price of our common shares.

We are constrained by law in our ability to market and advertise our products.

Our marketing and advertising are subject to regulation by various regulatory bodies in the jurisdictions in which we operate. In Canada and Israel, the development of our business and related results of operations may be hindered by applicable regulatory restrictions on sales and marketing activities. For example, the regulatory environments in Canada and Israel limit our ability to compete for market share in a manner similar to other industries. Furthermore, the applicable regulatory restrictions on sales and marketing activities are not always clear, may be subject to interpretation and have in the past, and may in the future, be interpreted or applied inconsistently by the applicable regulatory agencies, which have broad interpretative and enforcement discretion with respect to such activities. This has in the past, and may in the future, result in such restrictions on sales and marketing activities being interpreted unfavorably by a regulatory agency against some market participants, including us, but not others. Furthermore, if our competitors fail to comply with applicable laws relating to sales and marketing activities with which we comply, and regulatory agencies are delayed or do not take enforcement action against such competitors, or take sporadic or inconsistent enforcement action, our ability to compete for market share and our sales and results of operations could be adversely affected. If we are unable to effectively market our products and compete for market share in Canada and Israel, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for our products, our sales and results of operations could be adversely affected. See “*Business–Regulatory Framework in Canada*” and “*Business–Regulatory Framework in Israel*.”

In recent years, there has been an increase in private litigation that seeks, among other things, relief for consumers, class action certifications, class wide damages and recalls of products. We have been subject to such litigation and may be subject to additional private class action litigation. Any actions against us by governmental authorities or private litigants could have a material and adverse effect on our business, financial condition, operating results, liquidity, cash flow and operational performance.

Any rescheduling of U.S. Schedule I cannabis to Schedule III would have an uncertain impact on our business.

There is substantial uncertainty concerning the legal status of U.S. hemp and U.S. hemp products containing U.S. hemp-derived ingredients, including CBD and other cannabinoids. The status of products derived from the cannabis or hemp plant, under both federal and state law can depend on the THC content of the plant or derivative (including whether the plant meets the statutory definition of “industrial hemp” or “hemp”), the part of the plant from which an individual or entity produces the derivative (including whether the plant meets the statutory definition of “marihuana” under the CSA), the THC concentration during the manufacturing process, whether the cultivator, processor, manufacturer or product marketer engages in cannabis-related activities for research versus purely commercial purposes, as well as the form and intended use of the product. The mere presence of a cannabinoid (such as CBD) is not dispositive as to whether the product is legal or illegal. Under U.S. federal law, products containing CBD may be unlawful if derived from U.S. Schedule I cannabis (including hemp with a concentration greater than 0.3% THC on a dry weight basis), or if derived from U.S. hemp grown outside the parameters of an approved U.S. hemp pilot program or U.S. hemp cultivated in violation of the 2018 Farm Bill. Even after enactment of the 2018 Farm Bill, the DEA may not treat all products containing U.S. hemp-derived ingredients, including CBD and other cannabinoids, as exempt from the CSA. In September 2020, the DEA issued an interim final rule that purported to align the DEA’s regulations with the statutory changes to the CSA made effective by the 2018 Farm Bill. The DEA received a number of comments objecting to the interim final rule, and the interim final rule has been the subject of litigation. However, the litigation was dismissed by the D.C. Circuit Court in June 2022. If the DEA takes action against participants in the U.S. hemp industry, this could cause our customers to lose confidence in our products, which could have a material and adverse effect on our business, financial condition and results of operations.

In August 2023, the U.S. Department of Health and Human Services recommended that the DEA move marijuana from Schedule I to Schedule III under the CSA, and the rulemaking process remains ongoing and subject to legal challenges. There can be no assurances that the rulemaking process will continue or that moving marijuana from Schedule I to Schedule III will ever occur, and the impacts of any such rule on our business and competitive position are unclear. For example, rescheduling marijuana from Schedule I to Schedule III may be accompanied by additional regulatory obligations as prerequisite to participate in the U.S. market, and it may provide a greater benefit to the businesses of our competitors than our business, including by providing favorable tax treatment to their U.S. operations. The rescheduling of marijuana from Schedule I to Schedule III could result in significant volatility in the market for our common stock. To the extent that market speculation results in an increase in the price of our stock, our stock price could decline significantly thereafter if the DEA fails to act on the recommendation or investor optimism fades.

Risks Relating to Competition

The markets in which we operate are increasingly competitive, and we may compete for market share with other companies, both domestically and internationally, that may have longer operating histories and more financial resources, manufacturing and marketing experience than us.

The market for cannabis is competitive and evolving and we face strong competition from both existing and emerging companies that offer similar products. Some of our current and potential competitors may have longer operating histories, greater financial, marketing and other resources and larger customer bases than we have. In addition, there is potential that the cannabis industry will undergo consolidation, creating larger companies with financial resources, manufacturing and marketing capabilities and product offerings that are greater than ours. As a result of this competition, we may be unable to maintain our operations or develop them as currently proposed on terms we consider acceptable, or at all. Increased competition from larger, better-financed competitors with geographic advantages could materially and adversely affect our business, financial condition and results of operations.

Given the rapid changes affecting global, national and regional economies generally, we may not be able to create and maintain a competitive advantage in the marketplace. Our success will depend on our ability to respond to, among other things, changes in the economy, regulatory conditions, market conditions and competitive pressures. Any failure by us to anticipate or respond adequately to such changes could have a material and adverse effect on our business, financial condition, operating results, liquidity, cash flow and operational performance.

In Canada, the number of licenses granted by Health Canada could also have an impact on our operations. We expect to face additional competition from new market entrants that are granted licenses under the Cannabis Act or existing license holders which are not yet active in the industry. If a significant number of new licenses are granted by Health Canada in the near term, we may experience increased competition for market share and may experience downward price pressure on our products as new entrants increase production. If the number of users of cannabis in Canada increases, the demand for products will increase and we expect that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, we will require a continued high level of investment in R&D, sales and customer support. We may not have sufficient resources to maintain R&D, sales and customer support efforts on a competitive basis which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, the Canadian federal authorization of home cultivation, outdoor grow, and the easing of other barriers to entry to the Canadian adult-use cannabis market, could materially and adversely affect our business, financial condition and results of operations.

We face competition from the illegal cannabis market.

We face competition from illegal market participants that are unlicensed and unregulated. As these illegal market participants do not comply with the regulations governing the cannabis industry, their operations may also have significantly lower costs and they may be able to sell products with significantly higher cannabinoid potencies or which include ingredients that are prohibited by law. The perpetuation of the illegal market for cannabis may have a material adverse effect on our business, results of operations, financial condition as well as the perception of cannabis use.

Regulatory non-compliance by licensed cannabis competitors may have an adverse effect on our business, results of operations and financial condition.

In addition to competition from illegal market participants, we may also face competition from licensed cannabis competitors that fail to comply with the regulations governing the cannabis industry when developing, marketing and selling cannabis products. These competitors may be able to produce and sell products with significantly higher cannabinoid potencies or which include ingredients that are prohibited by law, or market products in contravention of the law. If regulatory authorities are delayed in, or fail to, effectively restrict the marketing, sale or distribution of such non-compliant cannabis products by our competitors, there may be a material adverse effect on our business, results of operations and financial condition, as well as the perception of cannabis use.

We have been and may in the future be required to write down inventory due to downward pressure on market prices, which could have a material adverse effect on our results of operations or financial position.

At the end of each reporting period, management performs an assessment of inventory obsolescence, prices and demand to measure inventory at the lower of cost and net realizable value. Net realizable value is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. We also consider factors such as slow-moving or non-marketable products in our determination of obsolescence. As a result of this assessment, inventory write-downs have occurred on a number of occasions in the past and may occur in the future. Continued pricing pressures in the markets in which we operate, may result in further inventory write-downs. We have had a series of inventory write-downs due to price compression in the cannabis market. We expect these write-downs to continue as pricing pressures remain elevated. In connection with the Cronos GrowCo Transaction, we consolidated additional inventory of \$15.8 million, which includes a step-up to fair value of \$5.6 million, which if reversed, could significantly affect our results of operations. These inventory write-downs have in the past and may in the future materially adversely affect our results of operations.

We may be unable to attract or retain skilled labor and personnel with experience in the cannabis sector and may be unable to attract, develop and retain additional employees required for our operations and future developments.

We may be unable to attract or retain employees with sufficient experience in the cannabis industry, and may prove unable to attract, develop and retain additional employees required for our development and future success.

Our success is currently largely dependent on the performance of our skilled employees. Our future success depends on our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and we may incur significant costs to attract and retain them. In 2022, we announced a Realignment to, among other things, centralize functions under common leadership to increase efficient distribution of resources, optimize collaboration and strategic alignment and eliminate duplication of roles and costs, including a reduction in headcount impacting a number of employees. In 2023, we exited our U.S. operations, announced our intention to list the Cronos Fermentation Facility for sale and entered into an agreement for the sale and leaseback of the Peace Naturals Campus (which agreement was subsequently terminated pursuant to its terms during the second quarter of 2024). During the first quarter of 2024, the Company ceased operations at the Cronos Fermentation Facility. Any or all of the Realignment, the U.S. exit, the cessation of operations and planned sale of the Cronos Fermentation Facility and the terminated sale-leaseback of the Peace Naturals Campus could lead to increased attrition amongst those employees who were not directly affected by the associated reductions in headcount, and we may not be successful at retaining such employees or attracting new employees, which may have a material adverse effect on our business, results of operations and financial condition.

Further, certain shareholders, directors, officers, employees and contractors in our Canadian operations may require security clearance from Health Canada or require analogous clearance by various provincial agencies. Under the Cannabis Act, a security clearance cannot be valid for more than five years and must be renewed before the expiry of a current security clearance. There is no assurance that any of our existing personnel who presently or may in the future require a security clearance will be able to obtain or renew such clearances or that new personnel who require a security clearance will be able to obtain one. A failure by any of our existing personnel to maintain or renew his or her security clearance may impair our business operations. In addition, if an individual with security clearance leaves the service of the Company and we are unable to find a suitable replacement who has a security clearance required by the Cannabis Act in a timely manner, or at all, there could occur a material adverse effect on our business operations. Similar risks and potential effects apply to analogous security clearances required by various provincial agencies.

Risks Relating to the Altria Investment

Altria has significant influence over us following closing of the Altria Investment.

Altria is our single largest shareholder. As of December 31, 2024, Altria beneficially owned approximately 40.9% of our issued and outstanding common shares (calculated on a non-diluted basis). In light of such ownership, Altria is in a position to exercise significant influence over matters affecting shareholders or requiring shareholder approval, including the election of the Board, amendments to our articles and the determination of significant corporate actions. In addition, pursuant to the Investor Rights Agreement, Altria has certain rights, including the right to nominate a specified number of directors to the Board, approval rights over certain Company actions and pre-emptive and top-up rights entitling Altria to maintain its pro rata beneficial ownership in us. Further, as of the date hereof, four of the seven directors on the Board are Altria Nominees. For more information, see “*Business—Altria Strategic Investment—Investor Rights Agreement.*”

Accordingly, Altria currently has significant influence over us. There can be no assurance that Altria’s interests will align with our interests or the interests of other shareholders. In addition, such influence could limit the price that an acquirer might be willing to pay in the future for our common shares and it may have the effect of delaying or preventing a change of control of us, such as a merger or take-over.

We have discretion in the use of net proceeds from the Altria Investment and may not use them effectively.

Under the Subscription Agreement, we have discretion in the use of net proceeds from the Altria Investment, subject to our obligation to consult with Altria, in certain circumstances, seek the approval of Altria (such approval not to be unreasonably conditioned, withheld or delayed) and certain other limitations regarding the use of net proceeds set forth in the Subscription Agreement and the Investor Rights Agreement. Accordingly, shareholders may not agree with the manner in which management chooses to allocate and spend the net proceeds. Our failure to apply the funds effectively could have a material adverse effect on our business, financial condition and results of operations.

We have cash on hand, including short-term investments, of approximately \$859 million as of December 31, 2024. There can be no assurance that we will be able to deploy the available cash in an effective manner that is accretive to us, or at all. Until such time as we are able to deploy the cash available to us, we anticipate holding the net proceeds as cash balances in our bank accounts, investing in, among other things, certificates of deposit and other instruments issued by banks or obligations of or guaranteed by the Government of Canada or any province thereof, or investing in U.S. Treasury securities or other obligations issued or guaranteed by the U.S. Government, its agencies or instrumentalities.

We may not realize the benefits of our strategic partnership with Altria, which could have an adverse effect on our business, financial condition and results of operations.

We believe that the strategic partnership between us and Altria provides us with additional financial resources, product development and commercialization capabilities, and deep regulatory expertise to better position us to compete, scale and lead the rapidly growing global cannabis industry. We believe that the growth opportunities for us are significant and could extend across the globe as new markets open. With Altria's resources, we expect to be even better positioned to support cannabinoid innovation, create differentiated products and brands across medical and adult-use categories and expand our global footprint and growing production capacity. Nevertheless, a number of risks and uncertainties are associated with the expansion into such markets and the pursuit of these other growth opportunities. The successful implementation of the Altria Investment is critical to our growth and capital position. The failure to successfully implement or reap the anticipated benefits of Altria's resources and expertise to realize growth and expansion opportunities could have a material adverse effect on our business, financial condition and results of operations.

Altria's significant interest in us may impact the liquidity of our common shares.

Our common shares may be less liquid and trade at a discount relative to the trading that could occur in circumstances where Altria did not have the ability to significantly influence or determine matters affecting us. Additionally, Altria's significant voting interest in us may discourage transactions involving a change of control of us, including transactions in which an investor, as a shareholder, might otherwise receive a premium for its common shares over the then-current market price.

Future sales of our common shares by Altria could cause the market price for our common shares to fall.

Sales of a substantial number of our common shares by Altria could occur at any time. Such sales, or the market perception of such sales, could significantly reduce the market price of our common shares. We cannot predict the effect, if any, that future public sales of our common shares beneficially owned by Altria or the availability of these common shares for sale will have on the market price of our common shares. If the market price of our common shares were to drop as a result, this might impede our ability to raise additional capital and might cause a significant decline in the value of the investments of our other shareholders.

The intentions of Altria regarding its long-term economic ownership of our common shares are subject to change as a result of changes in the circumstances of Altria or its affiliates, changes in our management and operation and changes in laws and regulations, market conditions and our financial performance.

Conflicts of interest may arise between us and our directors and officers, including as a result of the continuing involvement of certain of our directors with Altria and its affiliates.

We may be subject to various potential conflicts of interest because of the fact that some of our directors and officers may be engaged in a range of business activities, or have relationships with or are employed by Altria. One of our directors, Jason Adler, is the co-founder and Managing Member of Gotham Green Partners, a private equity firm focused primarily on early-stage investing in companies in the cannabis industry, and Michael Gorenstein, our Chairman, President, and Chief Executive Officer, is a co-founder and non-managing Member of Gotham Green Partners. Three of our directors, Kamran Khan, Dominik Meier and Elizabeth Seegar, are employed by Altria as Vice President and Associate General Counsel, Vice President of Marketing Activation & Operations, and Vice President, Financial Planning & Analysis, respectively. As a result of these relationships, conflicts of interests may arise between us and them, as described below.

We may also become involved in other transactions that are inconsistent or conflict with the interests of our directors and officers, and/or our directors and officers may have interests in persons, firms, institutions, corporations or transactions that are inconsistent or in conflict with our interests and those of our shareholders. In addition, from time to time, Gotham Green Partners or Altria may be competing with us for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws and regulations. In particular, in the event that such a conflict of interest arises at a meeting of our directors, a director who has such a conflict is required to abstain from voting for or against the approval of the transaction and may recuse himself or herself from any related discussion or deliberation. In accordance with applicable laws and regulations, our directors are required to act honestly, in good faith and in our best interests.

Risks Relating to Our Common Shares

It is not anticipated that any dividend will be paid to holders of our common shares in the foreseeable future.

No dividends on our common shares have been paid to date. We currently intend to retain future earnings, if any, for future operations and expansion. Any decision to declare and pay dividends in the future will be made at the discretion of the Board and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Board may deem relevant. Any changes to our policy with respect to the declaration and payment of any dividends requires Altria's approval. As a result, investors may not receive any return on an investment in our common shares unless they sell their shares for a price greater than that which such investors paid for them.

The market price for our common shares has in the past been volatile and may continue to be volatile and subject to significant fluctuation.

The market price for our common shares has been volatile and subject to wide fluctuations and may continue to be volatile and subject to wide fluctuations in response to many factors, including:

- actual or anticipated fluctuations in our results of operations;
- changes in estimates of our future results of operations by us or securities research analysts;
- changes in the economic performance or market valuations of other companies that investors deem comparable to us;
- additions or departures of our executive officers and other key personnel;
- our restating financial results twice in the last six years;
- sales of additional common shares or the perception in the market that such sales might occur;
- significant acquisitions or business combinations, strategic partnerships, investments, joint ventures or capital commitments by or involving us or our competitors;
- increases in speculative trading activity by investors targeting publicly traded cannabis companies, which can further contribute to the volatility of the market price for our common shares if aggregate short exposure exceeds the number of our common shares available for purchase;
- news reports relating to trends, concerns or competitive developments, regulatory changes or enforcement actions and other related issues in our industry or target markets;
- the prospect of actual or perceived future changes to the legal and regulatory regimes that govern our products and our industries;
- investors' general perception of us and the public's reaction to our press releases, our other public announcements and our filings with the SEC and Canadian securities regulators;
- our failure to timely file our public filings with the SEC and Canadian securities regulators;
- our failure to comply with the Nasdaq and TSX rules and potential trading halts or delisting notices;
- reports by industry analysts, investor perceptions, and market rumors or speculation; and
- negative announcements by our customers, competitors or suppliers regarding their own performance.

For example, reports by industry analysts, investor perceptions, market rumors or speculation could trigger a sell-off in our common shares. Any sales of substantial numbers of our common shares in the public market or the perception that such sales might occur may cause the market price of our common shares to decline. In addition, to the extent that other large companies within our industries experience declines in their stock price, the price of our common shares may decline as well. Moreover, if the market price of our common shares drops significantly, shareholders may institute securities class action lawsuits against us. Lawsuits against us could cause us to incur substantial costs and could divert the time and attention of our management and other resources.

Securities markets have in the past experienced, and may continue to experience, significant price and volume fluctuations that have, in some cases, been unrelated to the operating performance, underlying asset values or prospects of public companies. Accordingly, the market price of our common shares may decline even if our results of operations, underlying asset values or prospects have not changed. In addition, we may not be able to meet the diverse expectations and demands of all of our stakeholders, including on topics related to environmental, social, governance and sustainability matters, which could harm our reputation, reduce customer demand, subject us to legal and operational risks and adversely affect the trading price of our common shares. See “Risk Factors—General Risks—Our business faces evolving and diverse expectations, requirements and demands from regulators, investors and other stakeholders, including with respect to environmental, social, governance and sustainability matters, which could expose us to numerous risks.” There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the trading price of our common shares may be adversely affected.

Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. We have been the target of such litigation and may in the future be the target of similar litigation. Regardless of merit, such litigation could result in substantial costs and damages and divert management’s attention and resources, which could adversely affect our business. Any adverse determination in litigation against us could also subject us to significant liabilities.

We may require additional capital in the future or be required to issue common shares pursuant to certain of our agreements, which may dilute holders of our securities.

We may be required to issue additional common shares pursuant to the Ginkgo Collaboration Agreement. Pursuant to the Ginkgo Collaboration Agreement, upon Ginkgo’s demonstration that the microorganisms they develop are capable of producing certain target cannabinoids above a minimum productivity level, we will issue to Ginkgo up to approximately 14.7 million common shares in the aggregate. To date, we have issued approximately 7.1 million common shares to Ginkgo in respect of certain Equity Milestone Events that have occurred. Additional tranches of common shares will be issued if and when additional Equity Milestone Events are reached. The issuance of such common shares, if any, would dilute holders of our common shares. In addition, Altria has pre-emptive rights to subscribe for additional common shares in us following any issuances we make to Ginkgo pursuant to the Ginkgo Collaboration Agreement, and the issuance of such common shares, if any, would further dilute holders of our common shares.

Holders of common shares (other than Altria) will have no pre-emptive rights in connection with such further issuances. Our Board has the discretion to determine if an issuance of common shares is warranted, the price at which such issuance is effected and the other terms of issue of common shares. Any additional capital raised through the sale of equity will dilute the percentage of ownership of holders of our common shares. Capital raised through debt financing would require us to make periodic interest payments and may impose restrictive covenants on the conduct of our business.

A substantial number of our securities are owned by a limited number of existing shareholders.

Our management, directors and employees own a substantial number of our outstanding common shares (on a fully diluted basis). In addition, as of December 31, 2024, Altria beneficially owned approximately 40.9% of our outstanding common shares (calculated on a non-diluted basis). As such, our management, directors and employees, as a group, and Altria each are in a position to exercise significant influence over matters requiring shareholder approval, including the election of directors and the determination of significant corporate actions. In addition, these shareholders could delay or prevent a change in control that could otherwise be beneficial to holders of common shares.

Investors in the U.S. may have difficulty bringing actions and enforcing judgments against us and others based on securities law civil liability provisions.

We are incorporated under the laws of the Province of British Columbia and our head office is located in the Province of Ontario. Some of our directors and officers and some of the experts named in this Annual Report are residents of Canada or otherwise reside outside of the U.S., and a substantial portion of their assets and our assets are located outside the U.S. Consequently, it may be difficult for investors in the U.S. to bring an action against such directors, officers or experts or to enforce against those persons or us a judgment obtained in a U.S. court predicated upon the civil liability provisions of U.S. federal securities laws or other laws of the U.S. In addition, while statutory provisions exist in British Columbia for derivative actions to be brought in certain circumstances, the circumstances in which a derivative action may be brought, and the procedures and defenses that may be available in respect of any such action, may be different than those of shareholders of a company incorporated in the U.S.

If we are a passive foreign investment company for U.S. federal income tax purposes in any year, certain adverse tax rules could apply to U.S. holders of our common shares.

We will be classified as a passive foreign investment company (“PFIC”) for any taxable year for U.S. federal income tax purposes if for a taxable year, (i) 75% or more of our gross income is passive income, or (ii) 50% or more of the value of our assets either produce passive income or are held for the production of passive income, based on the quarterly average of the fair market value of such assets. The determination of PFIC status depends on interpretive rules and computational conventions that are often unclear. In particular, in making our determination, we are relying on the application of certain “look-through” rules, taking into account certain intercompany items (including our interests in subsidiaries). There is, however, no direct legal authority applying these look-through rules to our particular situation (including to what extent, they apply to intercompany items). Likewise, in light of the volatility of our common share price, we intend to take the position that the spot trading price of our stock at each quarter end, as adjusted by liabilities, does not dictate the determination of the fair market value of our assets. Based on current business plans and financial expectations, an independent valuation analysis in respect of our assets, and the application of certain look-through rules (including to certain intercompany items and to our interests in our subsidiaries), we do not expect to be a PFIC for the taxable year ending December 31, 2025. However, PFIC status is determined annually and depends upon the composition of our gross income and assets, both of which are subject to change. Moreover, there can be no assurance that the Internal Revenue Service (“IRS”) or a court will agree with our interpretation of fair market value or its computation, or with our interpretation of the PFIC rules (including the “look-through” rules and the scope of their application, including in respect of intercompany items). Therefore, there can be no assurance as to our PFIC status for the current taxable year or for future taxable years, nor any assurance that the IRS or a court will agree with our determination of our PFIC status.

If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research about our business, our share price and trading volume could decline.

The trading market for our common shares depends, in part, on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover us downgrade our common shares or publish inaccurate or unfavorable research about our business, the trading price of our common shares would likely decline. In addition, if our results of operations fail to meet the forecasts of analysts, the trading price of our common shares would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our common shares could decrease, which might cause our trading price and trading volume of our common shares to decline.

General Risk Factors

We are dependent on our senior management.

Our success is dependent upon the ability, expertise, judgment, discretion and good faith of our senior management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of our senior management team. Qualified individuals are in high demand, and we may incur significant costs to attract and retain them. The loss of the services of a member of senior management, or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on our ability to execute on our business plan and strategy, and we may be unable to find adequate replacements on a timely basis, or at all. We do not maintain key-person insurance on the lives of any of our officers or employees.

We may be unable to obtain insurance coverage at acceptable rates and there may be coverage limitations and other exclusions which may not be sufficient to cover our potential liabilities.

We have insurance to protect our assets, operations and employees. Our insurance coverage, however, is subject to deductibles, coverage limits and exclusions and may not be available or adequate for the risks and hazards to which we are exposed. No assurance can be given that insurance will be generally available in the future or, if available, that premiums and deductibles will be commercially justifiable. If we were to incur substantial liability claims and such damages were not covered by insurance or were in excess of policy limits, or if we were to incur such liability at a time when we are not able to obtain liability insurance, there could be a material adverse effect on our business, financial condition and results of operations. Furthermore, our insurers have in the past and may in the future deny us coverage, whether or not such denial is with merit, and we have in the past and may in the future need to commence litigation against such insurers, which could be time consuming and expensive and divert significant management resources, with no assurance that we will be successful in any resulting proceedings.

Tax and accounting requirements may be interpreted or changed in ways that are complex and not necessarily anticipated by us, and we may face difficulty or be unable to implement and/or comply with any such interpretations or changes.

We are subject to numerous tax and accounting requirements, and changes in existing accounting or taxation rules or practices, or varying interpretations of current rules or practices, could have a significant adverse effect on our financial results, the manner in which we conduct our business or the marketability of any of our products. In many countries, we are subject to transfer pricing and other tax regulations designed to ensure that appropriate levels of income are reported as earned and are taxed accordingly. Although we believe that we are in substantial compliance with all applicable regulations and restrictions, we are subject to the risk that governmental authorities could audit our transfer pricing and related practices and assert that additional taxes are owed or that various jurisdictions could assert that we should file tax returns in jurisdictions where we do not file and subject us to additional tax. In the future, the geographic scope of our business may expand, and such expansion will require us to comply with the tax laws and regulations of additional jurisdictions. Requirements as to taxation vary substantially among jurisdictions. Complying with the tax laws and regulations of these jurisdictions can be time consuming and expensive and could potentially subject us to penalties and fees in the future if we fail to comply. Failure to comply with applicable tax laws and regulations, could have a material adverse effect on our business, financial condition and results of operations.

Natural disasters, unusual weather, pandemic outbreaks, boycotts and geopolitical events or acts of terrorism could adversely affect our operations and financial results.

The occurrence of one or more natural disasters, such as hurricanes, floods and earthquakes, unusually adverse weather, pandemic outbreaks, such as the COVID-19 virus, influenza and other highly communicable diseases or viruses, boycotts and geopolitical events, such as civil unrest in countries in which our or our joint ventures' operations are located and acts of terrorism, or similar disruptions could adversely affect our business, financial condition and results of operations. These events could result in physical damage to one or more of our or our joint ventures' properties, increases in fuel or other energy prices, the temporary or permanent closure of one or more of our or our joint ventures' facilities, the temporary or long-term lack of an adequate workforce in a market, the temporary or long-term disruption in the supply of products from suppliers, the temporary disruption in the transport of goods, delay in the delivery of goods to our or our joint ventures' facilities, and disruption to our information systems. Such events could also negatively impact consumer sentiment, reduce demand for consumer products like ours and cause general economic slowdown.

Our business faces evolving and diverse expectations, requirements and demands from regulators, investors and other stakeholders, including with respect to environmental, social, governance and sustainability matters, which could expose us to numerous risks.

We are subject to changing rules and regulations promulgated by a number of governmental and self-regulatory organizations, including the SEC, Nasdaq and the Financial Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity. In addition, environmental, social, governance and sustainability topics, including climate, corporate diversity and companies' actions and initiatives on such issues, have received significant attention from a wide range of stakeholders, including regulators, customers, investors and employees. Many jurisdictions, including the U.S. and Canadian federal and local governments, have adopted or are considering legislation, regulation or policies on these topics, including requirements to disclose and/or otherwise address material climate risks, corporate greenhouse gas emissions and workplace diversity. Compliance with these laws, regulations or policies, including any that may be adopted in the future has resulted in, and are likely to continue to result in, among other things, increased general, compliance and administrative expenses, increased costs of operating our businesses, and reduced demand for our products, any or all of which could adversely affect our results of operations. In addition, policymakers in some jurisdictions have adopted or proposed laws regulations and policies that diverge from, or potentially conflict with, those in other jurisdictions. Failure to comply with any legislation, regulation or policy, including as a result of good faith interpretations that may differ from those taken by enforcement authorities in relevant jurisdictions, could potentially result in substantial fines, criminal sanctions, reputational harm or operational changes.

Moreover, our customers, shareholders, employees and other stakeholders have diverse expectations, demands and perspectives, including on these topics, which are continuing to evolve and, in some cases, diverge. We may not be able to meet the diverse expectations and demands of all of our stakeholders, which could harm our reputation, reduce customer demand for our products and services, and subject us to legal and operational risks. For example, we may communicate certain initiatives and goals, regarding environmental matters, diversity, responsible sourcing and social investments and other ESG-related matters, in our SEC filings or in other public disclosures. These initiatives and goals could be difficult and expensive to implement, the technologies needed to implement them may not be cost effective and may not advance at a sufficient pace, and we could be criticized for the accuracy, adequacy or completeness of the disclosure. Also, there can be no assurance that regulators, our shareholders or other stakeholders will agree with our initiatives or goals (including any potential changes to such initiatives or goals), or be satisfied with our efforts to achieve such goals. Moreover, any perception, whether or not valid, that we have failed to act responsibly with respect to such matters, failed (or may fail) to achieve our goals or to effectively respond to new or additional legal or regulatory requirements, could adversely affect our business, reputation and exposure to legal risks. Our ability to execute on our initiatives and goals, including on environmental, social, governance and sustainability matters, is subject to numerous risks and uncertainties, many of which are outside of our control, including, among other factors, evolving standards for measuring progress, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future. If our disclosures related to these and other topics are incomplete or

inaccurate, or if we fail to achieve our initiatives or goals on a timely basis, or at all, our reputation, business, financial performance and growth, as well as our reputation and customer and other stakeholder relationships, could be adversely affected.

Climate change may disrupt our business and our efforts to address concerns relating to climate change could result in damage to our reputation.

Our business and that of our joint venture partners and third-party suppliers involves the growing of cannabis, an agricultural product, and adverse weather conditions have historically caused volatility in the agricultural industry and consequently in operating results by causing crop failures or significantly reduced harvests, which may negatively affect the supply and pricing of agricultural commodities, such as cannabis. Additionally, the potential physical impacts of climate change are uncertain and may vary by region. These potential effects could include changes in rainfall patterns, water shortages, changing sea levels, changing storm patterns and intensities, and changing temperature levels that could adversely impact our costs and business operations, the location, costs, and competitiveness of cannabis production and related storage and processing facilities and the supply and transportation of cannabis.

We are also exposed to risks resulting from changes in public policy, laws and regulations, or market and public perceptions and preferences in connection with climate change. These changes could adversely affect our business, results of operations and reputation. See “*Risk Factors—General Risks—Our business faces evolving and diverse expectations, requirements and demands from regulators, investors and other stakeholders, including with respect to environmental, social, governance and sustainability matters, which could expose us to numerous risks.*”

Our financial performance is subject to risks of foreign exchange rate fluctuation, which could result in foreign exchange losses.

We are exposed to fluctuations of the U.S. dollar against certain other currencies, particularly the Canadian dollar and Israeli Shekel, because we publish our financial statements in U.S. dollars, while a significant portion of our assets, liabilities, revenues and costs are or will be denominated in other currencies. Exchange rates for currencies of the countries in which we operate may fluctuate in relation to the U.S. dollar, and such fluctuations may have a material adverse effect on our earnings or assets when translating foreign currency into U.S. dollars. We do not hedge our exchange rate exposure so any changes in exchange rates will directly affect our earnings.

Our business, financial condition, results of operations and cash flows could be adversely affected by disruptions in the global economy caused by the ongoing conflict between Russia and Ukraine.

The global economy has been negatively impacted by the military conflict between Russia and Ukraine. Furthermore, governments in the U.S., Canada, the United Kingdom and European Union have each imposed export controls on certain products and financial and economic sanctions on certain industry sectors and parties in Russia. Although we do not have any customers or direct supplier relationships in Russia or Ukraine, businesses globally have experienced shortages in materials and increased costs for transportation, energy, and raw material due in part to the negative impact of the Russia-Ukraine military conflict on the global economy. Further escalation of geopolitical tensions related to the military conflict, including increased trade barriers or restrictions on global trade, could result in, among other things, cyberattacks, supply disruptions, lower consumer demand, and changes to foreign exchange rates and financial markets, any of which may adversely affect our business, financial condition, results of operations and cash flows.

We are continuing to monitor the situation in Ukraine and globally and assessing its potential impact on our business. Although our business has not been, to the date of this Annual Report, materially impacted by the ongoing military conflict in Ukraine, it is impossible to predict the extent to which our operations, or those of our suppliers and vendors, will be impacted in the long term, or the ways in which the conflict may impact our business. The extent and duration of the military conflict, sanctions and resulting market disruptions are impossible to predict, but may be substantial. In addition, the effects of the ongoing conflict could heighten any of our known risks described above.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C. CYBERSECURITY.

Our cybersecurity processes include:

- Basic security awareness online training for personnel with company email, at least annually;
- Phishing tests for personnel with company email on a periodic basis;
- Reviews of certain third-party vendors’ information security programs (as discussed below);
- Consultation with external advisors regarding opportunities and enhancements to strengthen our practices and policies, on an ad hoc basis;
- Electronic monitoring of the majority of our technology environments to identify cybersecurity events, including the use of a security information and event management system;

- Periodic assessments of existing technology hardware configurations, patches, security and lifecycle;
- Periodic assessments, in consultation with software providers, of existing software versions, configurations, patches and updates; and
- Periodic assessments of data management and handling, including data use and access reviews.

Certain information technology general controls are reviewed and tested as part of our internal control over financial reporting.

We rely on third-party services for penetration testing, security incident monitoring, managing our enterprise-wide cybersecurity processes, incident response preparation, end point protection, and security awareness online training.

Before engaging third-party service providers to whom we grant access to our information technology systems, we may review their information security programs, depending on the feasibility of such review and our assessment of the level of risk the third-party service provider poses to our business operations and our information technology and financial reporting systems. We determine risk level based on a set of internally developed criteria. We do not, however, review the information security programs of all third-party vendors. Where feasible, we also conduct periodic reviews (typically annual) of certain third-party service providers, particularly service providers of financial, financial reporting and accounting systems, depending on our assessment of the level of risk to our business operations and our information technology and financial reporting systems.

To date, we are not aware of any cybersecurity incident that has had or is reasonably likely to have a materially adverse effect on our business, including our business strategy, results of operations and financial condition. However, there can be no assurance that our processes and procedures will prevent or timely detect a cybersecurity incident. For more information regarding risks from cybersecurity threats, see “*Risk Factors—Risks Relating to Our Products—Risks Relating to Production and Distribution of Products.*”

Our Board has delegated oversight of our program for assessing, monitoring and mitigating cybersecurity risks to our Audit Committee. Our Audit Committee receives periodic reports on our program for assessing, monitoring and mitigating cybersecurity risks. In addition, as part of its overall responsibility for overseeing the adequacy of the Company’s internal control over financial reporting, our Audit Committee receives periodic reports about our financial reporting information system controls and security.

Our Information Systems department, in addition to managing our general information technology systems, is also responsible for managing our enterprise-wide cybersecurity processes. Our Information Systems department relies on a third-party managed security service provider (“MSSP”) to implement, manage and monitor our cybersecurity systems. Personnel in our Information Systems department, together with personnel at the MSSP, collectively have decades of experience in information security, information technology and cybersecurity operations. The MSSP monitors and receives notifications of potential cybersecurity incidents detected through automated detection and monitoring tools, which are communicated to personnel within our Information Systems department. In the event we discover a material cybersecurity incident, Information Systems personnel reports such incident to our Chief Strategy Officer, who then reports to our Chief Executive Officer and the Audit Committee, as appropriate. We do not currently have a permanent Chief Information Security Officer or other senior security officer of a similar title and rely significantly on the MSSP for management of enterprise-wide cybersecurity processes.

ITEM 2. PROPERTIES.

As of December 31, 2024, the Company owned various manufacturing facilities in Canada and in Gan Shmuel, Israel. The Company has ceased operations at the Cronos Fermentation Facility in Manitoba and has listed the property for sale. See Part I, Item 1 “*Business – Operations and Investments*” for further information. Management believes that our existing facilities and the anticipated changes described herein are adequate to meet our current requirements and, to the extent that our facilities are leased, comparable space is readily available.

ITEM 3. LEGAL PROCEEDINGS.

The Company is subject to various legal proceedings in the ordinary course of its business and in connection with its marketing, distribution and sale of its products. Many of these legal proceedings are in the early stages of litigation and seek damages that are unspecified or not quantified. Although the outcome of these matters cannot be predicted with certainty, the Company does not believe these legal proceedings, individually or in the aggregate, will have a material adverse effect on its consolidated financial condition but could be material to its results of operations for any particular reporting period depending, in part, on its results for that period. See Part II, Note 12(b) “*Contingencies*,” to the consolidated financial statements under Item 8 of this Annual Report for a description of legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURE.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Our common shares are traded on Nasdaq and the TSX under the symbol “CRON.”

Holders

As of February 24, 2025, there were approximately 139 holders of record of our common shares. This number of holders of record does not represent the actual number of beneficial owners of our common shares because shares are frequently held in “street name” by securities dealers and others for the benefit of individual owners who have the right to vote their shares.

Dividends

As of the date of this Annual Report, we have not declared any dividends or made any distributions on our common shares. Furthermore, we have no current intention to declare dividends on our common shares in the foreseeable future. Any decision to pay dividends on our common shares in the future will be at the discretion of the Board and will depend on, among other things, our results of operations, current and anticipated cash requirements and surplus, financial condition, any future contractual restrictions and financing agreement covenants, our ability to meet solvency tests imposed by corporate law and other factors that the Board may deem relevant.

Securities Authorized for Issuance under Equity Compensation Plans

Information concerning securities authorized for issuance under equity compensation plans will be set forth in the Company’s definitive proxy statement for its 2025 Annual Meeting of Shareholders or an amendment to this Annual Report to be filed within 120 days of our fiscal year end.

Purchases of Equity Securities by the Issuer and Affiliated Persons

None.

Recent Sales of Unregistered Securities

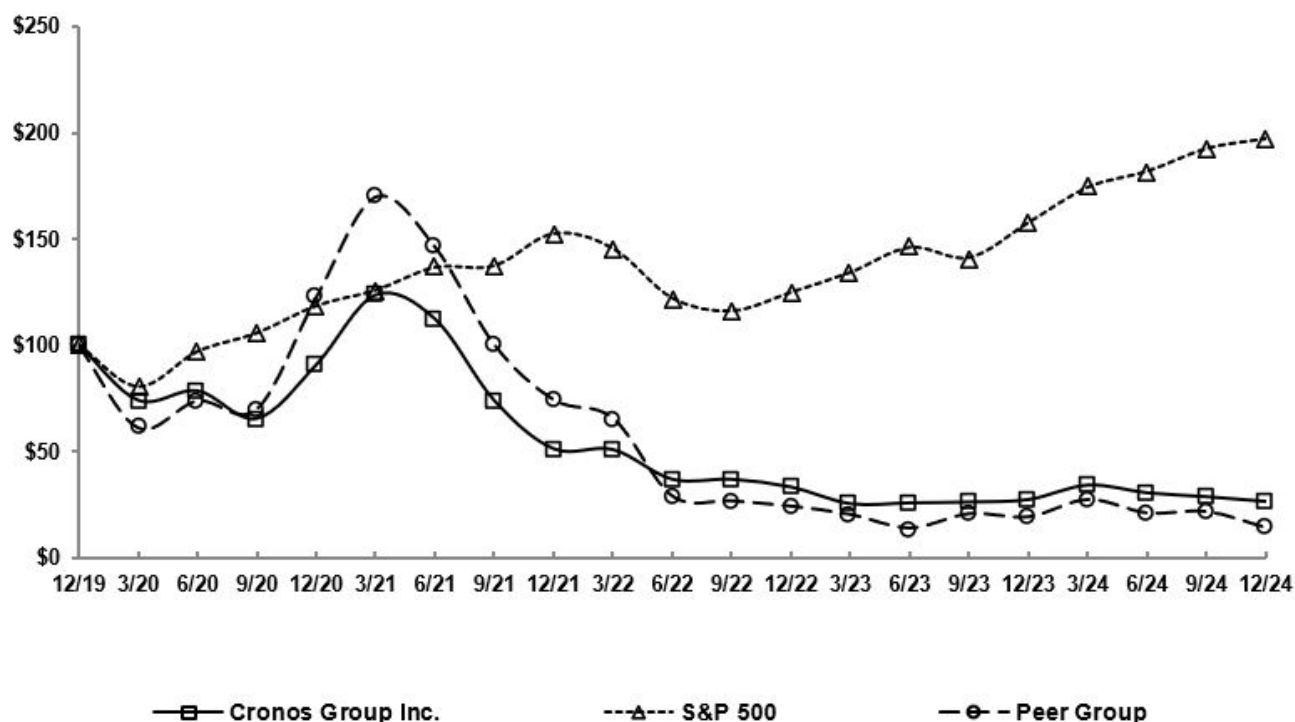
None.

Performance Graph

The following performance graph compares the cumulative total shareholder return of our common shares as listed on Nasdaq with the cumulative total return of the S&P 500 Index and a market-weighted index of publicly traded peers over the 60-month period beginning on December 31, 2019, and ending on December 31, 2024. The peer group includes Aurora Cannabis Inc., Canopy Growth Corporation, Green Thumb Industries, Inc., Organigram Holdings Inc., Tilray Inc., and Trulieve Cannabis Corp., (the “Peer Group”). The graph assumes that \$100 is invested in each of our common shares, the S&P 500 Index, and the indices of publicly traded peers on December 31, 2019, and that all dividends, if applicable, were reinvested. Past performance may not be indicative of future performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Cronos Group Inc., the S&P 500 Index,
and a Peer Group



Date	Cronos Group Inc.	S&P 500	Peer Group
December 31, 2019	\$ 100.00	\$ 100.00	\$ 100.00
March 31, 2020	\$ 73.92	\$ 80.40	\$ 61.06
June 30, 2020	\$ 78.36	\$ 96.92	\$ 73.73
September 30, 2020	\$ 65.32	\$ 105.57	\$ 69.83
December 31, 2020	\$ 90.48	\$ 118.40	\$ 122.46
March 31, 2021	\$ 123.34	\$ 125.71	\$ 169.90
June 30, 2021	\$ 112.13	\$ 136.46	\$ 146.42
September 30, 2021	\$ 73.79	\$ 137.25	\$ 100.28
December 31, 2021	\$ 51.11	\$ 152.39	\$ 74.25
March 31, 2022	\$ 50.72	\$ 145.38	\$ 65.56
June 30, 2022	\$ 36.77	\$ 121.97	\$ 28.80
September 30, 2022	\$ 36.77	\$ 116.02	\$ 26.57
December 31, 2022	\$ 33.12	\$ 124.79	\$ 24.07
March 31, 2023	\$ 25.29	\$ 134.14	\$ 20.17
June 30, 2023	\$ 25.68	\$ 145.87	\$ 13.76
September 30, 2023	\$ 26.08	\$ 141.10	\$ 20.54
December 31, 2023	\$ 27.25	\$ 157.59	\$ 19.06
March 31, 2024	\$ 34.03	\$ 174.23	\$ 27.20
June 30, 2024	\$ 30.38	\$ 181.69	\$ 20.84
September 30, 2024	\$ 28.55	\$ 192.39	\$ 21.54
December 31, 2024	\$ 26.34	\$ 197.02	\$ 13.91

Copyright© 2024 Standard & Poor's, a division of S&P Global. All rights reserved.

ITEM 6. RESERVED

Not applicable.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business Overview	51
Recent Developments	52
Consolidated Results of Operations	54
Non-GAAP Measures	57
Liquidity and Capital Resources	63
Critical Accounting Estimates	64

Management’s discussion and analysis of financial condition and results of operations is provided as a supplement to, and should be read in conjunction with, the consolidated financial statements and related notes, which are included in Item 8 of this Annual Report on Form 10-K (this “Annual Report”), to enhance the understanding of our operations and our present business environment.

This discussion contains forward-looking statements that involve risks and uncertainties, see Part I, Item 1 “*Business—Special Note Regarding Forward-Looking Statements*” in this Annual Report for a discussion of the risks and uncertainties involved in the Forward-Looking Statements.

For more information about our operations and the risks facing our business, see Part I, Item 1 “*Business*” and Part I, Item 1A “*Risk Factors*”, respectively, of this Annual Report.

Business Overview

Cronos is an innovative global cannabinoid company committed to building disruptive intellectual property by advancing cannabis research, technology and product development. With a passion to responsibly elevate the consumer experience, Cronos is building an iconic brand portfolio. Cronos’ diverse international brand portfolio includes Spinach[®], PEACE NATURALS[®] and Lord Jones[®].

Unless otherwise noted or the context indicates otherwise, references in this Annual Report to the “Company”, “Cronos”, “we”, “us” and “our” refer to Cronos Group Inc., its direct and indirect wholly owned subsidiaries and, if applicable, its joint ventures and investments accounted for by the equity method; the term “cannabis” means the plant of any species or subspecies of genus *Cannabis* and any part of that plant, including all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers; the term “U.S. hemp” has the meaning given to the term “hemp” in the U.S. Agricultural Improvement Act of 2018, including hemp-derived cannabidiol (“CBD”).

Strategy

Cronos seeks to create value for shareholders by focusing on four core strategic priorities:

- growing a portfolio of iconic brands that responsibly elevate the consumer experience;
- developing a diversified global sales and distribution network;
- establishing an efficient global supply chain; and
- creating and monetizing disruptive intellectual property.

Business Segment

Cronos reports through one consolidated segment, which includes operations in both Canada and Israel. In Canada, Cronos operates one wholly-owned license holder under the Cannabis Act (Canada) (the “Cannabis Act”), Peace Naturals Project Inc. (“Peace Naturals”), which has production facilities near Stayner, Ontario (the “Peace Naturals Campus”). On July 1, 2024, the Company obtained majority control of the board of directors of Cronos Growing Company Inc. (“Cronos GrowCo”), a license holder under the Cannabis Act, which qualified as a business combination under ASC 805 (the “Cronos GrowCo Transaction”). As a result, the Company now consolidates the results of operations of Cronos GrowCo in its consolidated financial statements. Cronos maintains its 50% equity interest in Cronos GrowCo. In Israel, the Company operates under the IMC-GAP, IMC-GMP and IMC-GDP certifications required for the cultivation, production, distribution and marketing of medical cannabis products in Israel.

Discontinued Operations

In the second quarter of 2023, Cronos exited its U.S. hemp-derived cannabinoid product operations. The exit of the U.S. operations represented a strategic shift that had a major effect on Cronos’ operations and financial results, and as such, qualified for reporting as discontinued operations in our consolidated statements of net income (loss) and comprehensive income (loss). Prior period amounts

have been reclassified to reflect the discontinued operations classification of the U.S. operations. For further detail on the discontinuation of the U.S. operations, see Note 3 “*Discontinued Operations*” to the consolidated financial statements under Item 8 of this Annual Report.

Recent Developments

Brand and Product Portfolio

In 2024, our growth efforts in Canada were focused on expanding our consumer base by launching innovative products in the edible, vape and pre-roll categories, while maintaining popular flower offerings. Our growth efforts in Israel were focused on refining the PEACE NATURALS® brand portfolio and pricing strategy with cultivars that meet the needs of its patient base. Our international growth efforts have focused on the same high-quality products and genetics that propelled Cronos to become one of the leaders in flower sales in Canada in 2024.

Spinach®

Spinach® is a mainstream adult-use cannabis brand with a portfolio that includes cannabinoid products in a wide range of formats including dried flower, pre-rolls, vaporizers, edibles and tinctures.

Cronos’ cannabis cultivar breeding program and extensive portfolio of premium genetics have been instrumental in driving sustained growth. The brand expanded its offerings in 2024 with the introduction of Spinach Grindz™, its entry into the milled flower category, a growing and promising market segment.

In 2024, Cronos launched the new SOURZ by Spinach® Fully Blasted gummy line. The launch of these 10mg THC per piece gummies marked a significant milestone for the Company and was followed by an expansion into additional flavors and cannabinoid combinations. Incremental growth in the edibles category was achieved through renovated rare cannabinoid-focused 5-packs, the introduction of the SOURZ by Spinach® CBD Berry Variety Pack, a CBD-only multi-flavor pack, and its first-ever limited-edition Caramel Green Apple flavor.

In 2024, Cronos introduced two new Spinach® all-in-one vapes, Pineapple Paradise and Blueberry Dynamite. We also introduced new Pink Lemonade and Rocket Icicle 0.5g all-in-one Spinach HITZ™, alongside line extensions in Spinach® 1.2g vapes. Vape production was brought in-house in the second half of 2024 in an effort to improve profitability and enhance production efficiency in this category.

In 2024, the Spinach® Fully Charged Multi-Pack pre-rolls, the brand’s first multi-pack, introduced a new area of growth within the infused pre-rolls category.

Lord Jones®

Lord Jones® is a premium adult-use cannabis brand. The Lord Jones® brand portfolio includes cannabis products in the pre-roll, vaporizer and edible categories. Lord Jones® Ice Water Hash Fusions pre-rolls feature flower and terpene-rich ice water hash and are fitted with a branded ceramic tip. In 2024, Lord Jones® Chocolate Fusions™ edibles debuted in three flavors: Cookies and Cream, Dazzleberry Pop, and Salted Caramel Crunch, further diversifying the product lineup. In 2024, we launched Lord Jones® live resin vapes with new strains, including Purple Lemon Haze, Deadhead OG, and Gorilla Z, expanding the brand’s premium offerings.

PEACE NATURALS®

PEACE NATURALS® is a global medical brand committed to producing high-quality cannabis products. It is focused on building and shaping the global medical market. The Company currently distributes products under the PEACE NATURALS® brand for the Canadian market and the Israeli, German, and United Kingdom (“UK”) medical markets.

Israel

In 2024, Cronos Israel revamped and repositioned its flower portfolio, optimizing pricing, potency and bringing new strains to market to meet patient needs. The PEACE NATURALS® brand launched new strains including GG4, Key Limez Punch, Pink Sherb and GMO Lite.

Germany

Throughout 2024, the Company continued its sales to the German market through the PEACE NATURALS® brand. Cronos sells the PEACE NATURALS® brand through its distribution partner, Cansativa GmbH (“Cansativa”), one of the leading distributors of medical cannabis in Germany. Cronos also supplies flower for Cansativa’s private-label brand.

UK

In 2024, Cronos expanded into the UK by shipping its first batch of PEACE NATURALS® medical cannabis flower to this emerging market, through a partnership with a third-party distributor of prescribed cannabis products.

Regional Brands

In 2024 Cronos launched Sonique™, a regional brand, in Quebec. The Company also launched LIT™, a brand marketed and sold in Israel. The goal of these regional brands is to capitalize on market trends, combining local insights with product development to build loyalty in each market.

Global Supply Chain and Operations

Cronos GrowCo Transaction

On June 20, 2024, Cronos announced an investment in its then equity method investee, Cronos GrowCo, through a secured non-revolving credit facility to expand Cronos GrowCo’s purpose-built cannabis facility and address the growing global demand for high-quality cannabis flower. This expansion aims to bolster Cronos’ supply capabilities and support future growth opportunities. The Cronos GrowCo Transaction and resulting facility expansion efforts are intended to enable Cronos to increase supply of Cronos’ portfolio of genetics, as well as expand Cronos’ international footprint with distribution to growing markets in Australia, Germany and the UK.

The expansion efforts at Cronos GrowCo’s facility are underway. In the fourth quarter of 2024, Health Canada approved amendments to the site’s perimeter. Cronos GrowCo expects to finish construction of the expanded cultivation and processing facilities in the second quarter of 2025, with the first harvests and sales for the area expected to commence in the second half of 2025. Prior to the commencement of sales from the expanded facility, Cronos has the option to purchase up to 80% of Cronos GrowCo’s total production. Once sales from the expanded area begin, Cronos will have the option to purchase up to 70% of the total production from the expanded facility. Cronos GrowCo sells the remaining portion of its supply through the wholesale channel in Canada and across markets internationally. The expansion of Cronos GrowCo is expected to position the Company to capitalize on domestic demand and meet international growth opportunities in the global cannabis market.

Peace Naturals Campus

On November 26, 2023, the Company announced that Peace Naturals had entered into an agreement to sell and lease back the Peace Naturals Campus. However, the agreement was terminated pursuant to its terms in the second quarter of 2024, and the Company has decided to continue and expand operations at the site. As part of expanding operations, in the second half of 2024, the Company invested in machinery, automation and process improvement to drive cost efficiency within the facility. This included investment in warehousing and vault expansion as well as R&D equipment and laboratory enhancements.

Cronos Fermentation Facility

In August 2023, Cronos announced the wind-down of Thanos Holdings Ltd., known as Cronos Fermentation (“Cronos Fermentation”)and listed the facility for sale. Operations ceased in the first quarter of 2024, with all associated licenses revoked and the assets reclassified as held-for-sale. During the third quarter of 2024, Cronos adjusted its sales strategy for the assets to market them to a broader buyer pool, resulting in the recognition of a loss on held-for-sale assets.

2023 Compared to 2022

Results of Operations and Cash Flows

For a discussion of our 2023 results of operations and cash flows compared to 2022, see Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in our Annual Report on Form 10-K for the year ended December 31, 2023.

Foreign currency exchange rates

All currency amounts in this Annual Report are stated in U.S. dollars, which is our reporting currency, unless otherwise noted. All references to “dollars” or “\$” are to U.S. dollars. The assets and liabilities of our foreign operations are translated into dollars at the exchange rate in effect as of December 31, 2024 and December 31, 2023, as reported on Bloomberg. Transactions affecting the shareholders’ equity (deficit) are translated at historical foreign exchange rates. The consolidated statements of net income (loss) and comprehensive income (loss) and consolidated statements of cash flows of our foreign operations are translated into dollars by applying the average foreign exchange rate in effect for the years ended December 31, 2024, December 31, 2023, and December 31, 2022, as reported on Bloomberg.

The exchange rates used to translate from Canadian dollars (“C\$”) to dollars are shown below:

(Exchange rates are shown as C\$ per \$)

	Year ended December 31,		
	2024	2023	2022
Average rate	1.3700	1.3494	1.3017
Spot rate	1.4351	1.3243	1.3554

The exchange rates used to translate from New Israeli Shekels (“ILS”) to dollars are shown below:

(Exchange rates are shown as ILS per \$)

	Year ended December 31,		
	2024	2023	2022
Average rate	3.6997	3.6819	3.3566
Spot rate	3.6526	3.6163	3.5178

Consolidated Results of Operations - 2024 Compared to 2023

The tables below set forth our consolidated results of operations, expressed in thousands of U.S. dollars for the periods presented. Our consolidated financial results for these periods are not necessarily indicative of the consolidated financial results that we will achieve in future periods.

	Year ended December 31,	
	2024	2023
Net revenue before excise taxes	\$ 161,821	\$ 120,270
Excise taxes	(44,206)	(33,029)
Net revenue	117,615	87,241
Cost of sales	91,710	74,527
Inventory write-down	707	805
Gross profit	25,198	11,909
Operating expenses:		
Sales and marketing	21,603	22,701
Research and development	4,229	5,843
General and administrative	46,514	49,475
Restructuring costs	630	1,524
Share-based compensation	8,700	8,756
Depreciation and amortization	3,701	5,044
Impairment loss on long-lived assets	16,350	3,366
Total operating expenses	101,727	96,709
Operating loss	(76,529)	(84,800)
Other income	113,115	11,131
Income tax expense (benefit)	(3,436)	(3,230)
Loss from discontinued operations	—	(4,114)
Net income (loss)	40,022	(74,553)
Net loss attributable to non-controlling interest	(1,058)	(590)
Net income (loss) attributable to Cronos Group	\$ 41,080	\$ (73,963)

Summary of select financial results

	Year ended December 31,		Change	
	2024	2023	\$	%
Net revenue	\$ 117,615	\$ 87,241	\$ 30,374	35 %
Cost of sales	91,710	74,527	17,183	23 %
Inventory write-down	707	805	(98)	(12) %
Gross profit	25,198	11,909	13,289	112 %
Gross margin ⁽ⁱ⁾	21 %	14 %	N/A	7 pp

⁽ⁱ⁾ Gross margin is defined as gross profit divided by net revenue.

Net revenue

For 2024, we reported consolidated net revenue of \$117.6 million, representing a \$30.4 million increase from 2023. This change was primarily due to higher cannabis flower and extract sales in the Canadian market and higher cannabis flower sales in Israel and other countries. Due to the consolidation of Cronos GrowCo’s results of operations in our financial statements beginning July 1, 2024, Cronos GrowCo contributed \$6.4 million of cannabis flower sales in the year ended December 31, 2024. No such sales were recognized for the year ended December 31, 2023.

Cost of sales

For 2024, we reported consolidated cost of sales of \$91.7 million, representing a \$17.2 million increase from 2023. This increase was primarily due to the impact of the inventory step-up from the Cronos GrowCo Transaction, higher cannabis flower and extract sales in the Canadian market, and higher cannabis flower sales in Israel and other countries, partially offset by production cost improvements. For 2024, we recognized \$5.3 million of inventory step-up from the Cronos GrowCo Transaction into cost of sales since July 1, 2024. No such costs were recognized for 2023.

Inventory write-down

For 2024, we reported inventory write-downs of \$0.7 million, representing a \$0.1 million decrease from 2023. The activity in both periods was primarily due to write-downs resulting from unusable inventory that was scrapped in the period.

Gross profit

For 2024, we reported consolidated gross profit of \$25.2 million, representing an \$13.3 million increase from 2023. The increase in gross profit was primarily due to higher cannabis flower and extract sales in the Canadian market, higher cannabis flower sales in Israel and other countries, and production cost improvements, partially offset by the impact on cost of sales from the inventory step-up from the Cronos GrowCo Transaction. For 2024, gross profit was reduced \$5.3 million as a result of the impact of the inventory step-up from the Cronos GrowCo Transaction that was recorded into cost of sales since July 1, 2024. No such costs were recognized for 2023.

Operating expenses

	Year ended December 31,		Change	
	2024	2023	\$	%
Sales and marketing	\$ 21,603	\$ 22,701	\$ (1,098)	(5)%
Research and development	4,229	5,843	(1,614)	(28)%
General and administrative	46,514	49,475	(2,961)	(6)%
Restructuring costs	630	1,524	(894)	(59)%
Share-based compensation	8,700	8,756	(56)	(1)%
Depreciation and amortization	3,701	5,044	(1,343)	(27)%
Impairment loss on long-lived assets	16,350	3,366	12,984	386 %
Operating expenses	<u>\$ 101,727</u>	<u>\$ 96,709</u>	<u>\$ 5,018</u>	<u>5 %</u>

Sales and marketing

For 2024, we reported sales and marketing expenses of \$21.6 million, representing a decrease of \$1.1 million from 2023. The decrease was primarily due to lower salaries and benefits and reduced advertising and marketing spend.

Research and development

For 2024, we reported research and development expenses of \$4.2 million, representing a decrease of \$1.6 million from 2023. This decrease was primarily due to lower costs associated with the collaboration and license agreement between Ginkgo Bioworks Holdings, Inc. (“Ginkgo”) and the Company (the “Ginkgo Collaboration Agreement”).

General and administrative

For 2024, we reported general and administrative expenses of \$46.5 million, representing a decrease of \$3.0 million from 2023. The decrease was primarily due to lower professional fees, largely related to financial statement review costs in the prior year period, and lower salaries and benefits and insurance costs, partially offset by the impact of the Cronos GrowCo Transaction, which increased general and administrative expenses by \$1.5 million, and \$1.2 million higher expected credit loss allowance on loans receivable related to the increased borrowings by Cronos GrowCo in the second quarter of 2024.

Restructuring costs

For 2024, we reported restructuring costs of \$0.6 million, representing a decrease of \$0.9 million from 2023. The restructuring costs in 2024 and 2023 were related to Realignment activities. See Note 18 “Restructuring” to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Share-based compensation

For 2024, we reported share-based compensation expenses of \$8.7 million, essentially flat compared to 2023, as decreases related to headcount reductions that occurred in the prior year period were offset by expenses on new grants in the current year.

Depreciation and amortization

For 2024, depreciation and amortization expenses were \$3.7 million, representing a decrease of \$1.3 million from 2023. The decrease was primarily due to lower depreciation on property, plant and equipment as a result of the reclassification of the Company's production facility in Winnipeg, Manitoba (the "Cronos Fermentation Facility") to held-for-sale in the first quarter of 2024.

Impairment loss on long-lived assets

For 2024, impairment loss on long-lived assets was \$16.4 million and was primarily due to the impairment of the exclusive rights to use and commercialize the key patented intellectual property related to the production of the target cannabinoids globally (the "Ginkgo Exclusive Licenses") and the cessation of operations of Thanos Holdings Ltd., known as Cronos Fermentation ("Cronos Fermentation"). For 2023, we recorded \$3.4 million of impairment charges related to one of our Ginkgo Exclusive Licenses. See Note 8 "Goodwill and Intangible Assets, net" and Note 18 "Restructuring" to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Total other income, income tax expense (benefit) and loss from discontinued operations

	Year ended December 31,		Change ⁽ⁱ⁾	
	2024	2023	\$	%
Interest income, net	\$ 52,019	\$ 51,235	\$ 784	2 %
Gain (loss) on revaluation of derivative liabilities	49	(85)	134	N/M
Share of income from equity method investments	2,365	1,583	782	49 %
Gain on revaluation of loan receivable	11,804	—	11,804	N/A
Gain on revaluation of equity method investment	32,469	—	32,469	N/A
Loss on revaluation of financial instruments	(6,248)	(12,042)	5,794	48 %
Impairment loss on other investments	(25,650)	(23,350)	(2,300)	(10)%
Foreign currency transaction gain (loss)	57,859	(7,324)	65,183	N/M
Loss on held-for-sale assets	(11,202)	—	(11,202)	N/A
Other, net	(350)	1,114	(1,464)	N/M
Total other income	113,115	11,131	101,984	916 %
Income tax expense (benefit)	(3,436)	(3,230)	(206)	(6)%
Loss from discontinued operations	—	(4,114)	4,114	N/A
Net income (loss)	\$ 40,022	\$ (74,553)	\$ 114,575	N/M

⁽ⁱ⁾ "N/M" is defined as not meaningful.

Interest income, net

For 2024, we reported interest income, net of \$52.0 million, representing an increase of \$0.8 million from 2023, primarily due to higher interest rates in the current period compared to the prior period.

Share of income from equity method investments

For 2024, we reported share of income from equity method investments of \$2.4 million, representing an increase of \$0.8 million from 2023. The increase was primarily due to income pick-ups from our equity method investment in Cronos GrowCo. As a result of the Cronos GrowCo Transaction on July 1, 2024, we now consolidate Cronos GrowCo and no longer account for our investment in Cronos GrowCo as an equity method investment. See Note 5 "Investments" to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Gain on revaluation of loans receivable

For 2024, we reported a gain on revaluation of loans receivable of \$11.8 million. The gain related to the remeasurement of the outstanding loans receivable under the credit facility as a result of the Cronos GrowCo Transaction on July 1, 2024. No such gain was recognized for 2023. See Note 6 "Loans Receivable, net" to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Gain on revaluation of equity method investment

For 2024, we reported a gain on revaluation of equity method investment of \$32.5 million. The gain related to the remeasurement of the existing investment in Cronos GrowCo as a result of the Cronos GrowCo Transaction. No such gain was recognized for 2023. See Note 5 "Investments" to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Loss on revaluation of financial instruments

For 2024, we reported a loss on revaluation of financial instruments of \$6.2 million, compared to a loss of \$12.0 million in 2023. The change was primarily due to the change in fair value of our investment in Vitura. See Note 5 “*Investments*” to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Impairment loss on other investments

For 2024 and 2023, we recognized \$25.7 million and \$23.4 million, respectively, of impairment loss on other investments, driven by impairment charges recorded on our PharmaCann Option for the difference between its estimated fair value and its carrying amount. See Note 5 “*Investments*” to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Foreign currency transaction gain (loss)

For 2024, foreign currency transaction gain was \$57.9 million, representing an increased gain of \$65.2 million from 2023. The change was primarily due to certain foreign currency-denominated cash equivalents and short-term investments and certain foreign currency-denominated intercompany loans anticipated to be settled in the foreseeable future.

Loss on held-for-sale assets

For 2024, we recognized \$11.2 million of loss on held-for-sale assets as a result of the change in the Company’s sales strategy for the Cronos Fermentation assets to market the assets to a broader buyer pool. No such loss was recognized for 2023. See Note 18 “*Restructuring*” to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Other, net

For 2024, other, net was a loss of \$0.4 million, compared to income of \$1.1 million in 2023. The activity for both the current and prior period relates primarily to gains and losses on the disposal of assets.

Income tax benefit

For 2024, we reported an income tax benefit of \$3.4 million, compared to an income tax benefit of \$3.2 million in 2023. The change was due primarily due to an increase in the income tax benefits recorded on the losses that will be carried back to prior years to recover income taxes paid in 2022, partially offset by an increase in income tax expense caused by recognizing a liability related to prior years’ income taxes.

Loss from discontinued operations

For 2024, there was no activity in discontinued operations, compared to a loss from discontinued operations of \$4.1 million in 2023. For 2023, loss from discontinued operations was due to the exit of U.S. operations. See Note 3 “*Discontinued Operations*” to the consolidated financial statements in Item 8 of this Annual Report for additional information.

Non-GAAP Measures

Cronos reports its financial results in accordance with Generally Accepted Accounting Principles in the United States (“U.S. GAAP”). This Annual Report refers to measures not recognized under U.S. GAAP (“non-GAAP measures”). These non-GAAP measures do not have a standardized meaning prescribed by U.S. GAAP and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these non-GAAP measures are provided as a supplement to corresponding U.S. GAAP measures to provide additional information regarding our results of operations from management’s perspective. Accordingly, non-GAAP measures should not be considered a substitute for, or superior to, the financial information prepared and presented in accordance with U.S. GAAP. All non-GAAP measures presented in this Annual Report are reconciled to their closest reported U.S. GAAP measure. Reconciliations of historical adjusted financial measures to corresponding U.S. GAAP measures are provided below.

Adjusted EBITDA

Management reviews Adjusted EBITDA, a non-GAAP measure, which excludes non-cash items and items that do not reflect management's assessment of ongoing business performance. Management defines Adjusted EBITDA as net income (loss) before interest, tax expense (benefit), depreciation and amortization adjusted for: share of (income) loss from equity method investments; impairment loss on goodwill and intangible assets; impairment loss on long-lived assets; (gain) loss on revaluation of derivative liabilities; (gain) loss on revaluation of financial instruments; gain on revaluation of loan receivable; gain on revaluation of equity method investment; transaction costs related to strategic projects; loss on held-for-sale assets; impairment loss on other investments; foreign currency transaction loss; other, net; loss from discontinued operations; restructuring costs; inventory write-downs resulting from restructuring actions; share-based compensation; costs related to the Israel Ministry of Economy and Industry dumping inquiry; purchase accounting adjustment-related inventory step-up adjustments recorded through cost of sales; and financial statement review costs and reserves related to the restatements of our 2019 and 2021 interim financial statements (the "Restatements"), including the costs related to the settlement of the SEC's and the OSC's investigations of the Restatements and legal costs of defending shareholder class action complaints brought against us as a result of the 2019 restatement (see Note 12(b) "Contingencies," to the consolidated financial statements under Item 8 of this Annual Report for a discussion of the shareholder class action complaints relating to the restatement of the 2019 interim financial statements and the settlement of the SEC's and the OSC's investigations of the Restatements). Results are reported as total consolidated results, reflecting our reporting structure of one reportable segment.

Management believes that Adjusted EBITDA provides the most useful insight into underlying business trends and results and provides a more meaningful comparison of period-over-period results. Management uses Adjusted EBITDA for planning, forecasting and evaluating business and financial performance, including allocating resources and evaluating results relative to employee compensation targets.

The following tables set forth a reconciliation of Net income (loss) as determined in accordance with U.S. GAAP to Adjusted EBITDA for the periods indicated:

(in thousands of U.S. dollars)

	For the year ended December 31, 2024		
	Continuing Operations	Discontinued Operations	Total
Net income	\$ 40,022	\$ —	\$ 40,022
Interest income, net	(52,019)	—	(52,019)
Income tax expense (benefit)	(3,436)	—	(3,436)
Depreciation and amortization	9,336	—	9,336
EBITDA	(6,097)	—	(6,097)
Share of income from equity method investments	(2,365)	—	(2,365)
Impairment loss on long-lived assets ⁽ⁱ⁾	16,350	—	16,350
Revaluation gain on loan receivable ⁽ⁱⁱ⁾	(11,804)	—	(11,804)
Gain on revaluation of equity method investment ⁽ⁱⁱⁱ⁾	(32,469)	—	(32,469)
Gain on revaluation of derivative liabilities ^(iv)	(49)	—	(49)
Loss on revaluation of financial instruments ^(v)	6,248	—	6,248
Impairment loss on other investments ^(vi)	25,650	—	25,650
Foreign currency transaction gain	(57,859)	—	(57,859)
Transaction costs ^(vii)	701	—	701
Loss on held-for-sale assets ^(viii)	11,202	—	11,202
Other, net ^(ix)	350	—	350
Restructuring costs ^(x)	630	—	630
Share-based compensation ^(xi)	8,700	—	8,700
Financial statement review costs ^(xii)	(1)	—	(1)
Inventory step-up recorded to cost of sales ^(xiv)	5,284	—	5,284
Israel Ministry of Economy and Industry dumping inquiry ^(xv)	587	—	587
Adjusted EBITDA	\$ (34,942)	\$ —	\$ (34,942)

(in thousands of U.S. dollars)

	For the year ended December 31, 2023		
	Continuing Operations	Discontinued Operations	Total
Net loss	\$ (70,439)	\$ (4,114)	\$ (74,553)
Interest income, net	(51,235)	(10)	(51,245)
Income tax expense (benefit)	(3,230)	—	(3,230)
Depreciation and amortization	7,866	244	8,110
EBITDA	(117,038)	(3,880)	(120,918)
Share of income from equity method investments	(1,583)	—	(1,583)
Impairment loss on long-lived assets ⁽ⁱ⁾	3,366	205	3,571
Loss on revaluation of derivative liabilities ^(iv)	85	—	85
Loss on revaluation of financial instruments ^(v)	12,042	—	12,042
Impairment loss on other investments ^(vi)	23,350	—	23,350
Foreign currency transaction loss	7,324	—	7,324
Other, net ^(ix)	(1,114)	118	(996)
Restructuring costs ^(x)	1,524	523	2,047
Share-based compensation ^(xi)	8,756	13	8,769
Financial statement review costs ^(xii)	919	—	919
Inventory write-down ^(xiii)	805	839	1,644
Adjusted EBITDA	\$ (61,564)	\$ (2,182)	\$ (63,746)

(in thousands of U.S. dollars)

	For the year ended December 31, 2022		
	Continuing Operations	Discontinued Operations	Total
Net loss	\$ (155,178)	\$ (13,556)	\$ (168,734)
Interest income, net	(22,514)	(23)	(22,537)
Income tax expense (benefit)	34,175	—	34,175
Depreciation and amortization	11,924	1,198	13,122
EBITDA	(131,593)	(12,381)	(143,974)
Share of income from equity method investments	(3,114)	—	(3,114)
Impairment loss on long-lived assets ⁽ⁱ⁾	3,493	—	3,493
Gain on revaluation of derivative liabilities ^(iv)	(14,060)	—	(14,060)
Gain on revaluation of financial instruments ^(v)	(14,739)	—	(14,739)
Impairment loss on other investments ^(vi)	61,392	—	61,392
Foreign currency transaction loss	2,286	—	2,286
Other, net ^(ix)	324	169	493
Restructuring costs ^(x)	3,545	1,788	5,333
Share-based compensation ^(xi)	15,008	107	15,115
Financial statement review costs ^(xii)	7,167	—	7,167
Adjusted EBITDA	\$ (70,291)	\$ (10,317)	\$ (80,608)

⁽ⁱ⁾ For the year ended December 31, 2024, impairment loss on long-lived assets included \$14,258 related to the write-down of our Ginkgo Exclusive Licenses and \$1,631 related to the cessation of operations of Cronos Fermentation. For the year ended December 31, 2023, impairment loss on long-lived assets related to certain leased properties associated with the Company's former U.S. operations and impairment of the Ginkgo Collaboration Agreement's CBCVA exclusive license. For the year ended December 31, 2022, impairment loss on long-lived assets related to the Company's decision to seek a sublease for leased office space in Toronto, Ontario, Canada during the first quarter of 2022. See Note 7 "Property, Plant and Equipment, net" and Note 8 "Goodwill and Intangible Assets, net" to the consolidated financial statements in Item 8 of this Annual Report.

⁽ⁱⁱ⁾ For the year ended December 31, 2024, a revaluation gain on loan receivable was recognized as a result of the Cronos GrowCo Transaction on July 1, 2024.

⁽ⁱⁱⁱ⁾ For the year ended December 31, 2024, a gain on revaluation of equity method investment was recognized as a result of the Cronos GrowCo Transaction on July 1, 2024.

^(iv) For the years ended December 31, 2024, 2023 and 2022, the (gain) loss on revaluation of derivative liabilities represented the fair value changes on the derivative liabilities. See Note 10 "Derivative Liabilities" to the consolidated financial statements in Item 8 of this Annual Report.

- (iv) For the years ended December 31, 2024, 2023 and 2022, (gain) loss on revaluation of financial instruments related primarily to our unrealized holding (gain) or loss (as applicable) on our mark-to-market investment in Vitura as well as revaluations of financial liabilities resulting from deferred share units (“DSUs”) granted to directors. See Note 5 “*Investments*” and Note 11 “*Share-based Compensation*” to the consolidated financial statements in Item 8 of this Annual Report.
- (vi) For the years ended December 31, 2024, 2023 and 2022, impairment loss on other investments related to the PharmaCann Option for the difference between its fair value and carrying amount. See Note 5 “*Investments*” to the consolidated financial statements in Item 8 of this Annual Report.
- (vii) For the year ended December 31, 2024, transaction costs represented legal, financial and other advisory fees and expenses incurred in connection with the Cronos GrowCo Transaction. These costs are included in general and administrative expenses on the consolidated statements of net income (loss) and comprehensive income (loss).
- (viii) For the year ended December 31, 2024, a loss on held-for-sale assets was recognized as a result of the change in the Company’s sales strategy for the Cronos Fermentation assets to market the assets to a broader buyer pool.
- (ix) For the years ended December 31, 2024, 2023 and 2022, other, net primarily related to (gain) loss on disposal of assets.
- (x) For the year ended December 31, 2024, restructuring costs from continuing operations related to shutdown costs at the Cronos Fermentation Facility, as well as employee-related severance costs associated with the Realignment, as described in Note 18 “*Restructuring*” to the consolidated financial statements in Item 8 of this Annual Report. For the years ended December 31, 2023 and 2022 restructuring costs related to the employee-related severance costs and other restructuring costs associated with the Realignment. See Note 18 “*Restructuring*” to the consolidated financial statements in Item 8 of this Annual Report.
- (xi) For the years ended December 31, 2024, 2023 and 2022, share-based compensation related to the vesting expenses of share-based compensation awarded to employees under our share-based award plans, as described in Note 11 “*Share-based Compensation*” to the consolidated financial statements in Item 8 of this Annual Report.
- (xii) For the years ended December 31, 2024, 2023 and 2022, financial statement review costs included costs related to the Restatement, costs related to the Company’s responses to requests for information from various regulatory authorities relating to the Restatements, the costs related to the Settlement Order and Settlement Agreement and legal costs defending shareholder class action complaints brought against the Company as a result of the 2019 restatement as well as related insurance reimbursements.
- (xiii) For the year ended December 31, 2023, inventory write-downs from discontinued operations related to product destruction and obsolescence associated with the exit of our U.S. operations as described in Note 3 “*Discontinued Operations*” to the consolidated financial statements in Item 8 of this Annual Report and inventory write-downs from continuing operations related to product destruction and obsolescence associated with the planned exit of Cronos Fermentation as described in Note 18 “*Restructuring*” to the consolidated financial statements in Item 8 of this Annual Report.
- (xiv) For the year ended December 31, 2024, inventory step-up recorded to cost of sales represented the portion of the inventory step-up from the Cronos GrowCo Transaction that was recorded through the consolidated statements of income (loss) and comprehensive income (loss).
- (xv) For the year ended December 31, 2024, Israel Ministry of Economy and Industry dumping inquiry expense included expenditures relating to the regulatory inquiry about alleged dumping of medical cannabis products in Israel and related litigation and external relations expenses.

Adjusted Gross Profit and Adjusted Gross Margin

To supplement the consolidated financial statements presented in accordance with U.S. GAAP, we have presented Adjusted Gross Profit and Adjusted Gross Margin, non-GAAP measures that exclude the impacts of inventory-related purchase accounting adjustments from the calculations of gross profit and gross margin, which resulted from the Cronos GrowCo Transaction. Results are reported as total consolidated results, reflecting our reporting structure of one reportable segment.

Management believes that Adjusted Gross Profit and Adjusted Gross Margin provide useful insight into underlying business trends to facilitate comparisons of period-over-period results by removing the impacts of inventory-related purchase accounting adjustments resulting from the Cronos GrowCo Transaction, which reflect a one-time event and do not reflect management’s assessment of ongoing business performance.

The following table sets forth a reconciliation of Gross profit and Gross margin, each as determined in accordance with U.S. GAAP, to Adjusted Gross Profit and Adjusted Gross Margin, respectively, for the periods indicated:

(in thousands of USD)

	Year ended December 31,		
	2024	2023	2022
Net revenue	\$ 117,615	\$ 87,241	\$ 86,749
Gross profit	\$ 25,198	\$ 11,909	\$ 15,436
Inventory step-up recorded to cost of sales	5,284	—	—
Adjusted Gross Profit	<u>\$ 30,482</u>	<u>\$ 11,909</u>	<u>\$ 15,436</u>
Gross margin ⁽ⁱ⁾	21 %	14 %	18 %
Adjusted Gross Margin ⁽ⁱⁱ⁾	26 %	14 %	18 %

(i) Gross margin is defined as gross profit divided by net revenue.

(ii) Adjusted Gross Margin is defined as Adjusted Gross Profit divided by net revenue.

Constant Currency

To supplement the consolidated financial statements presented in accordance with U.S. GAAP, we have presented constant currency adjusted financial measures for net revenues, gross profit, gross profit margin, operating expenses, net income (loss) and Adjusted EBITDA for 2024, as well as cash and cash equivalents and short-term investment balances as of December 31, 2024 compared to December 31, 2023, which are considered non-GAAP financial measures. We present constant currency information to provide a framework for assessing how our underlying operations performed excluding the effect of foreign currency rate fluctuations. To present this information, current and prior period income statement results in currencies other than U.S. dollars are converted into U.S. dollars using the average exchange rates from the comparative period in 2023 rather than the actual average exchange rates in effect during 2024; constant currency current period balance sheet information is translated at the prior year-end spot rate rather than the current year-end spot rate. All growth comparisons relate to the corresponding period in 2023. We have provided this non-GAAP financial information to aid investors in better understanding the performance of our business. The non-GAAP financial measures presented in this Annual Report should not be considered as a substitute for, or superior to, the measures of financial performance prepared in accordance with U.S. GAAP.

The table below sets forth certain measures of consolidated results from continuing operations on an as-reported and constant currency basis for 2024 compared to 2023, as well as cash and cash equivalents and short-term investments as of December 31, 2024, compared to December 31, 2023, on an as-reported and constant currency basis (in thousands):

	As Reported				As Adjusted for Constant Currency			
	Year ended December 31,		As Reported Change		Year ended December 31,		Constant Currency Change	
	2024	2023	\$	%	2024	\$	%	
Net revenue	\$ 117,615	\$ 87,241	\$ 30,374	35 %	\$ 118,983	\$ 31,742	36 %	
Gross profit	25,198	11,909	13,289	112 %	25,505	13,596	114 %	
Gross margin	21 %	14 %	N/A	7 pp	21 %	N/A	7 pp	
Operating expenses	101,727	96,709	5,018	5 %	102,972	6,263	6 %	
Net income (loss) from continuing operations	40,022	(70,439)	110,461	N/M	42,007	112,446	N/M	
Adjusted EBITDA	(34,942)	(61,564)	26,622	43 %	(35,891)	25,673	42 %	
	As of December 31,		As Reported Change		As of December 31,		Constant Currency Change	
	2024	2023	\$	%	2024	\$	%	
Cash and cash equivalents	\$ 858,805	\$ 669,291	\$ 189,514	28 %	\$ 869,761	\$ 200,470	30 %	
Short-term investments	—	192,237	(192,237)	(100) %	—	(192,237)	(100) %	
Total cash and cash equivalents and short-term investments	\$ 858,805	\$ 861,528	\$ (2,723)	— %	\$ 869,761	\$ 8,233	1 %	

Net revenue

	As Reported				As Adjusted for Constant Currency		
	Year ended December 31,		As Reported Change		Year ended December 31,	Constant Currency Change	
	2024	2023	\$	%	2024	\$	%
Cannabis flower	\$ 87,912	\$ 62,070	\$ 25,842	42 %	\$ 88,904	\$ 26,834	43 %
Cannabis extracts	29,168	24,569	4,599	19 %	29,552	4,983	20 %
Other	535	602	(67)	(11)%	527	(75)	(12)%
Net revenue	\$ 117,615	\$ 87,241	\$ 30,374	35 %	\$ 118,983	\$ 31,742	36 %

	As Reported				As Adjusted for Constant Currency		
	Year ended December 31,		As Reported Change		Year ended December 31,	Constant Currency Change	
	2024	2023	\$	%	2024	\$	%
Canada	\$ 82,437	\$ 64,702	\$ 17,735	27 %	\$ 83,709	\$ 19,007	29 %
Israel	28,368	21,134	7,234	34 %	28,454	7,320	35 %
Other countries	6,810	1,405	5,405	385 %	6,820	5,415	385 %
Net revenue	\$ 117,615	\$ 87,241	\$ 30,374	35 %	\$ 118,983	\$ 31,742	36 %

For 2024, net revenue on a constant currency basis was \$119.0 million, representing a 36% increase from 2023. Net revenue increased on a constant currency basis primarily due to higher cannabis flower and extract sales in the Canadian market and higher cannabis flower sales in Israel and other countries. The Cronos GrowCo Transaction contributed \$6.5 million of cannabis flower sales in the year ended December 31, 2024 on a constant currency basis. No such sales were recognized for the year ended December 31, 2023.

Gross profit

For 2024, gross profit on a constant currency basis was \$25.5 million, representing a 114% increase from 2023. Gross profit increased on a constant currency basis primarily due to higher cannabis flower and extract sales in the Canadian market, higher cannabis flower sales in Israel and other countries, and production cost improvements, partially offset by the impact on cost of sales from the inventory step-up from the Cronos GrowCo Transaction. For 2024, gross profit on a constant currency basis was reduced \$5.1 million as a result of the impact of the inventory step-up from the Cronos GrowCo Transaction that was recorded into cost of sales since July 1, 2024. No such costs were recognized for 2023.

Operating expenses

For 2024, operating expenses on a constant currency basis were \$103.0 million, representing a 6% increase from 2023. Operating expenses increased on a constant currency basis primarily due to the impairment of the Ginkgo Exclusive Licenses, partially offset by lower salaries and benefits, professional fees and restructuring costs.

Net income (loss) from continuing operations

For 2024, net income (loss) from continuing operations on a constant currency basis was \$42.0 million, compared to a loss of \$70.4 million for 2023.

Adjusted EBITDA

For 2024, Adjusted EBITDA on a constant currency basis was \$(35.9) million, representing a 42% improvement from 2023. Adjusted EBITDA improved on a constant currency basis primarily due to higher cannabis flower and extract sales in the Canadian market, higher cannabis flower sales in Israel and other countries, production cost improvements, and decreases in general and administrative, sales and marketing and research and development expenses.

Cash and cash equivalents & short-term investments

Cash and cash equivalents and short-term investments on a constant currency basis increased 1% to \$869.8 million as of December 31, 2024 from \$861.5 million as of December 31, 2023. The increase in cash and cash equivalents and short-term investments is primarily due to cash flows provided by operating activities in 2024.

Liquidity and Capital Resources

We believe that our existing cash and cash equivalents and short-term investments will be sufficient to fund our business operations and capital expenditures over the next twelve months, including continuing to fund the expansion of Cronos GrowCo’s cultivation and processing facilities (the “Cronos GrowCo Phase 2 Expansion”). Our primary need for liquidity is to fund operations and capital expenditures. Our ability to fund operations and capital expenditures depends on, among other things, future operating performance and cash flows that are subject to general economic conditions and financial and other factors, including factors beyond our control. Since 2019, we have been funded by the C\$2.4 billion (approximately \$1.7 billion) Altria investment in us as further discussed under “*Business—Altria Strategic Investment*” in Part I, Item 1 of this Annual Report. As of December 31, 2024, we had \$858.8 million in cash and cash equivalents and no short term investments, compared to \$669.3 million in cash and cash equivalents and \$192.2 million in short term investments as of December 31, 2023. As of both December 31, 2024 and December 31, 2023, we had no external debt financing.

Cash flows

(In thousands of U.S. dollars)

	Year ended December 31,		
	2024	2023	2022
Net cash provided by (used in) operating activities	\$ 18,843	\$ (42,835)	\$ (88,948)
Net cash provided by (used in) investing activities	175,149	(59,499)	(1,842)
Net cash used in financing activities	(1,231)	(1,030)	(2,897)
Effect of foreign currency translation on cash and cash equivalents	(3,247)	8,011	(28,642)
Net change in cash	\$ 189,514	\$ (95,353)	\$ (122,329)

2024 cash flows vs 2023 cash flows

Operating activities

During 2024, we generated \$18.8 million of cash from operating activities, compared to cash used of \$42.8 million in 2023, representing a decrease in cash used of \$61.7 million. This change is primarily driven by a \$32.8 million tax payment made in 2023 connected to the previously disclosed relinquishment by Altria of its warrant to purchase additional shares of the Company that did not recur in 2024, a \$35.5 million increase in net income after adjusting for non-cash items during 2024 compared to 2023, and higher interest received, partially offset by an increase in accounts receivable, net and a decrease in accounts payable.

Investing activities

During 2024, we generated \$175.1 million of cash in investing activities, compared to cash used of \$59.5 million during 2023, representing a decrease of \$234.6 million in net cash used. This change is primarily driven by the maturity of certain short-term investments, which were reinvested as cash equivalents upon maturity, as well as cash obtained from the Cronos GrowCo Transaction, partially offset by higher advances of loans receivable, lower loan repayments, and higher purchases of property, plant and equipment in 2024.

Financing activities

During 2024, cash used in financing activities was \$1.2 million, as compared to \$1.0 million in 2023, representing an increase in net cash used of \$0.2 million. This change is primarily driven by an increase in withholding taxes paid on share-based awards in 2024.

Cash requirements

In the near term, we expect to use our available cash and investments to operate our core business and develop new ways to serve our customers as well as invest in our various strategic partnerships and in our investees. We believe we have adequate liquidity to meet working capital requirements.

Our material cash requirements include the following contractual and other obligations as of December 31, 2024:

Leases

We have operating leases for land, buildings and office and research space. As of December 31, 2024, the future minimum payments required under these leases totaled \$2.4 million, with \$1.1 million payable within 12 months. See Note 9 “*Leases*” to the consolidated financial statements in Item 8 of this Annual Report for further information.

Loans receivable with related parties

We have entered into two loan agreements with affiliates. The Mucci Promissory Note and Cannasoul Collaboration Loan (each as defined below) have been fully drawn. See Note 6 “*Loans Receivable, net*” to the consolidated financial statement in Item 8 of this Annual Report for further information.

Purchase obligations

Our purchase obligations primarily consist of contractual obligations for capital expenditures related to the Cronos GrowCo Phase 2 Expansion, computer software, agricultural supply services and data analytics and to maintain the ordinary course of business through information technology. As of December 31, 2024, the Company had purchase obligations of \$47.5 million, with \$39.0 million payable within 12 months. Other purchase obligations consist of noncancellable obligations related to maintenance, internet, and telecommunication service. As of December 31, 2024, we had other purchase obligations of \$0.5 million, with \$0.4 million payable within 12 months.

Critical Accounting Estimates

Estimates and critical judgments by management

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. These estimates are reviewed periodically, and adjustments are made as appropriate in the year they become known. Items for which actual results may differ materially from these estimates are described in the following section.

Refer to Note 1 “*Background, Basis of Presentation, and Summary of Significant Accounting Policies*” to the consolidated financial statements in Item 8 of this Annual Report for further information on our critical accounting estimates and policies, which are as follows:

Revenue recognition

Revenue is recognized at the point in time when the control of the promised goods is transferred to the customer in an amount that reflects the consideration we expect to be entitled to in exchange for the performance obligation. Excise taxes remitted to tax authorities are government-imposed excise taxes on cannabis products. Excise taxes are recorded as a reduction of sales in net revenue in the consolidated statements of net income (loss) and comprehensive income (loss) and are recognized as a current liability within accrued liabilities on the consolidated balance sheets, with the liability subsequently reduced when the taxes are remitted to the tax authority.

In addition, amounts disclosed as net revenue are net of allowances, discounts and rebates. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration and the existence of significant financing components, if any. Some contracts for the sale of goods may provide customers with a right of return, most-favored-customer rights, or early payment discounts. In addition, the Company may provide, in certain circumstances, a retroactive price reduction to a customer based primarily on inventory movement. These items give rise to variable consideration. The Company uses the expected value method to estimate the variable consideration because this method best predicts the amount of variable consideration to which the Company will be entitled. The Company uses historical evidence, current information and forecasts to estimate the variable consideration. The Company reduces revenue and recognizes a contract liability equal to the amount expected to be refunded to the customer in the form of a future rebate or credit for a retroactive price reduction, representing its obligation to return the customer’s consideration. The estimate is updated at each reporting period date.

Goodwill and indefinite-lived intangible assets

Goodwill and indefinite-lived intangible assets are not subject to amortization. We test goodwill and indefinite-lived intangible assets for impairment annually, or more frequently if an event occurs or circumstances change that could indicate a potential impairment. We compare the fair value of our reporting units with their carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value.

We believe that the accounting estimate for goodwill and indefinite-lived intangible assets is a critical accounting estimate because of the judgment required in assessing the fair value of each of our reporting units. We estimate fair value through various valuation methods, including the use of discounted expected future cash flows of each reporting unit, as well as the use of the relief-from-royalty method on the Lord Jones® brand. Significant inputs include discount rates, growth rates, and cash flow projections, and, for the Lord Jones® brand, royalty rate. These valuation inputs are considered Level 3 inputs as defined by Accounting Standards Codification 820 *Fair Value Measurement*. The expected future cash flows for each reporting unit are significantly impacted by current market conditions. If these market conditions and resulting expected future cash flows for each reporting unit decline significantly, the actual results for each reporting unit could differ from our estimate, which could cause goodwill to be impaired. Our accounting for goodwill and indefinite-lived intangible assets represents our best estimate of future events.

Inventory valuation

We value our inventory at lower of cost or net realizable value determined using weighted average cost. Inventory is reflected at the lower of cost or net realizable value considering future demand, market conditions and market prices. Our estimates are based upon assumptions believed to be reasonable, but that are inherently uncertain and unpredictable. These valuations require the use of management's assumptions that do not reflect unanticipated events and circumstances that may occur. We record an inventory valuation adjustment for excess, slow moving, and obsolete inventory that is equal to the excess of the cost of the inventory over the estimated net realizable value. We also experience inventory write-downs due to reduced market prices. The inventory valuation adjustment to net realizable value establishes a new cost basis of the inventory that cannot be subsequently reversed. Inventory valuation adjustments are based on inventory levels, expected product life, and estimated product demand. In assessing the ultimate realization of inventories, we are required to make judgments as to future demand requirements compared with inventory levels.

Long-lived assets

Long-lived assets are primarily comprised of property, plant, and equipment and definite-lived intangible assets. We evaluate long-lived assets for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying amount of such assets may not be recoverable. Long-lived asset recoverability is assessed on an asset group basis. We group assets and liabilities for our asset groups at the reporting unit level, which is the lowest level for which cash flows are separately identifiable. Long-lived asset recoverability is measured by comparing the carrying amount of the asset group with its estimated future undiscounted pre-tax cash flows over the remaining life of the primary long-lived asset of the asset group. If the carrying amount exceeds the estimated future undiscounted cash flows as part of the recoverability assessment, an impairment charge is recognized equal to the difference between the carrying amount and fair value of the asset group. The impairment charge is allocated to the underlying long-lived assets in the asset group on a relative carrying amount basis; however, carrying amount after allocated impairment is subject to a floor of fair value on an individual asset basis.

We believe the accounting estimates used in the long-lived asset impairment assessment are critical accounting estimates because of the judgment required in identifying indicators of impairment, determining asset groups, assessing future undiscounted cash flows of the asset groups, and as applicable, evaluating the fair value of the determined asset groups as well as the underlying long-lived assets, once indicators of impairment have been identified.

We periodically evaluate whether impairment indicators related to our property, plant and equipment, operating leases and other long-lived assets are present. These impairment indicators may include a significant decrease in the market price of a long-lived asset or asset group, early termination of an operating lease, a significant adverse change to the extent or manner in which a long-lived asset or asset group is being used or in its physical condition, or a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group. If impairment indicators are present, we estimate the fair value for the asset or group of assets. We estimate fair value of long-lived assets through various valuation methods, including the use of the indirect cost approach, income approach, and direct comparison approach. The indirect cost approach is based on the estimated cost to reproduce the asset as if new, adjusted for physical deterioration and consideration of functional and economic obsolescence. The income approach is based on estimated rental and capitalization rates. The direct comparison approach is based on recent observable transactions of comparable assets. The estimation of future undiscounted cash flows of the asset groups as well as each of these fair value approaches are significantly impacted by market conditions. A significant adverse change in market conditions could result in fair values that differ from our estimates, which could adversely impact whether an impairment exists and the extent to which an asset group and underlying assets are impaired. The difference between the fair value and the carrying amount of the asset group is recorded as an impairment charge. Refer to Note 7 "*Property, Plant and Equipment, net*" to the consolidated financial statements in Item 8 of this Annual Report.

We periodically evaluate our long-lived assets that we plan to dispose of through sale for held-for-sale classification. To be classified as held-for-sale, management must have committed to a plan to sell, the asset (or asset group) must be available for immediate sale in its present condition, an active program to locate a buyer must have been initiated, the sale must be probable to close within one year, the asset (or asset group) must be marketed at a reasonable sales price, and it must be unlikely that significant changes to the plan will be made. Once an asset (or asset group) meets all of the above criteria, it is reclassified as assets held-for-sale on the consolidated balance sheet, and the asset(s) cease depreciation and are written down to their fair value, less costs to sell, if applicable.

The Company completed a review of its global supply chain in 2023 and determined that it would wind down the Cronos Fermentation facility and list it for sale. This review involved significant complexities and judgments in making the accounting treatment determination. There are subjective and complex judgments in the determination of whether the Cronos Fermentation Facility meets the criteria to be classified as held for sale, including: (1) whether the Cronos Fermentation Facility is available for sale in its present condition subject only to terms that are usual and customary for sales of such businesses, (2) whether the sale of the Cronos Fermentation Facility is probable and that the transfer of assets will be a completed sale within one year from period end, and (3) whether the Cronos Fermentation Facility is being actively marketed at a reasonable price. See Note 7 "*Property, plant and equipment, net*" to the consolidated financial statements in Item 8 of this Annual Report for discussion regarding our evaluation of the Cronos Fermentation Facility for held-for-sale classification as of December 31, 2024.

We account for the cannabinoid exclusive licenses originating from the Ginkgo Strategic Partnership as definite-lived intangible assets in accordance with the acquisition method of accounting. The cost of cash and equity in Cronos issued in exchange for the cannabinoid exclusive licenses is initially recognized and measured at the date of acquisition. On the date of acquisition, we then test each cannabinoid exclusive license for impairment by comparing the cost and fair value of each license. We believe that the accounting estimate for the cannabinoid exclusive licenses is a critical accounting estimate because of the judgment required in assessing their fair values and the expected future cash flows are significantly impacted by the future expectations for products containing each cannabinoid. We estimate the fair value using the relief-from-royalty method. Each cannabinoid exclusive license is subject to amortization. Refer to Note 8 “*Goodwill and Intangible Assets, net*” to the consolidated financial statements in Item 8 of this Annual Report.

Valuation of derivative liabilities

Prior to December 16, 2022, derivative liabilities consisted of the warrant issued to Altria, as well as Altria’s pre-emptive rights, and certain top-up rights. On December 16, 2022, Altria notified us that its wholly owned subsidiary, Altria Summit LLC, irrevocably relinquished its warrant and all rights that it may have held in the warrant or any common shares underlying the warrant for no consideration. As of December 31, 2024, derivative liabilities consisted of pre-emptive rights and certain top-up rights. We measure derivative liabilities at fair value at each reporting date until settlement with the re-measurement gain or loss being recognized immediately in net income (loss) and comprehensive income (loss). We calculate fair value of the derivative liabilities using the Black-Scholes model. Significant assumptions are used in the valuation of derivative liabilities, including the expected term and our stock price. The assumptions used in computing the fair value of derivative liabilities reflect our best estimates, but involve uncertainties relating to market and other conditions, many of which are outside of our control. Sensitivity is performed on various inputs. See Note 10 “*Derivative Liabilities*” to the consolidated financial statements in Item 8 of this Annual Report.

Impairment of other investments without readily determinable fair values

We hold other investments without readily determinable fair values that are measured under the cost method less impairment, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment of the same investee. Each reporting period, we qualitatively assess if indicators of impairment are present, and, if present, we estimate the fair value of the investments and record impairment charges on the consolidated statements of income if the carrying value exceeds fair value. To estimate the fair value of the investments, we use a combination of the income and market approaches. Under the income approach, significant assumptions used in the discounted cash flow method that require the use of judgment are the discount rate, growth rates, cash flow projections, and the expectation of federal rescheduling and individual state legalization of cannabis in the U.S. Under the market valuation approach, the key assumptions that require judgment under the Guideline Public Companies method are cash flow projections, selected multiples and the discount for lack of marketability.

Share-based compensation

We measure the fair value of services received in exchange for all stock options granted based on the fair market value of the award as of the grant date. We compute the fair value of stock options with time-based vesting using the Black-Scholes option-pricing model and recognize the cost of the equity awards over the period that services are provided to earn the award. The Black-Scholes option-pricing model includes assumptions regarding dividend yields, expected volatility, expected option term and risk-free interest rates. The assumptions used in computing the fair value of share-based compensation expense reflect our best estimates, but involve uncertainties relating to market and other conditions, many of which are outside of our control. We estimate expected volatility based primarily on historical daily price changes of our stock and peers. The expected option term is the number of years that we estimate that the stock options will be outstanding prior to exercise.

Loans receivable, net

Loans receivable are presented net of an allowance for credit losses. The probability of default rate is adjusted for current conditions and reasonable and supportable forecasts of future losses as necessary. We may also record a specific reserve for individual accounts when we become aware of specific customer circumstances, such as in the case of a bankruptcy filing or deterioration in the borrower’s operating results or financial condition.

Assets held-for-sale

We periodically evaluate our long-lived assets that we plan to dispose of through sale for held-for-sale classification. To be classified as held-for-sale, management must have committed to a plan to sell, the asset (or asset group) must be available for immediate sale in its present condition, an active program to locate a buyer must have been initiated, the sale must be probable to close within one year, the asset (or asset group) must be marketed at a reasonable sales price, and it must be unlikely that significant changes to the plan will be made. Once an asset (or asset group) meets all of the above criteria, it is reclassified as assets held-for-sale on the consolidated balance sheet, and the asset(s) cease depreciation and are written down to their fair value, less costs to sell, if applicable. See Note 7 “*Property, plant and equipment, net*” to the consolidated financial statements in Item 8 of this Annual Report for discussion regarding our evaluation of the Peace Naturals Campus and the Cronos Fermentation Facility for held-for-sale classification as of December 31, 2024.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**Interest rate risk**

Interest rate risk is the risk that the value or yield of fixed-income investments may decline if interest rates change. Fluctuations in interest rates may impact the level of income and expense recorded on the cash equivalents and short-term investments, and the market value of all interest-earning assets, other than those which possess a short term to maturity. During the years ended December 31, 2024 and December 31, 2023, we had interest income, net of \$52.0 million and \$51.2 million, respectively. A 10% change in the interest rate in effect on December 31, 2024 would not have a material effect on the fair value of our cash equivalents and short-term investments as the majority of the portfolio had a maturity date of three months or less. A 10% change in the interest rate in effect for 2024 would have an effect of \$5.2 million on interest income, net earned on our cash equivalents, short-term investments.

Foreign currency risk

Our consolidated financial statements included in Part II, Item 8 “Financial Statements and Supplementary Data” of this Annual Report are expressed in U.S. dollars. In addition, we have net assets, liabilities, and revenues denominated in foreign currencies, including Canadian dollars and Israeli new shekels. As a result, we are exposed to foreign currency translation gains and losses. Revenue and expenses of all foreign operations are translated into U.S. dollars at the foreign currency exchange rates that approximate the rates in effect during the period when such items are recognized. Appreciating foreign currencies relative to the U.S. dollar will adversely impact operating income and net earnings, while depreciating foreign currencies relative to the U.S. dollar will have a positive impact.

For the years ended December 31, 2024 and December 31, 2023, we had foreign currency gain (loss) on translation of \$(86.3) million and \$21.5 million, respectively. A 10% change in the exchange rates for the Canadian dollar would affect the carrying amount of the net assets by approximately \$40.1 million and \$97.7 million as of December 31, 2024 and December 31, 2023, respectively. The corresponding impact would be recorded in accumulated other comprehensive income. We have not historically engaged in hedging transactions and do not currently contemplate engaging in hedging transactions to mitigate foreign exchange risks. As we continue to recognize gains and losses in foreign currency transactions, depending upon changes in future currency rates, such gains and losses could have a significant, and potentially adverse, effect on our results of operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Table of Contents	
Reports of Independent Registered Public Accounting Firm (Davidson & Company LLP, Vancouver, BC, Canada, Auditor Firm ID: 731) (KPMG LLP, Vaughan, Ontario, Canada, Auditor Firm ID: 85)	69
Consolidated Balance Sheets	73
Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss)	74
Consolidated Statements of Changes in Shareholders' Equity	76
Consolidated Statements of Cash Flows	77
Notes to Consolidated Financial Statements	79

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Cronos Group Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheet of Cronos Group Inc. (the “Company”) as of December 31, 2024, and the related consolidated statements of net income (loss) and comprehensive income (loss), changes in shareholders’ equity, and cash flows for the year ended December 31, 2024, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024, and the results of its operations and its cash flows for the year ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited the adjustments to retrospectively apply the change in accounting described in Note 1(aa) and Note 14 to the financial statements. In our opinion, the retrospective adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply any procedures to the 2023 and 2022 consolidated financial statements of the Company other than with respect to the adjustment and, accordingly, we do not express an opinion or any other form of assurance on the 2023 and 2022 consolidated financial statements taken as a whole.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (“COSO”) and our report dated February 27, 2025 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the U.S. Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Critical Audit Matter – Business Combination and Valuation of Net Assets

As disclosed in Notes 1 and 2 to the financial statements, effective July 1, 2024, the Company obtained majority control of the board of directors of Cronos Growing Company Inc. (“GrowCo”) which qualified as a business combination under ASC 805. The business combination has been valued with reference to the fair value of the Company’s existing equity method investment as well as the effective settlement of various preexisting relationships between the Company and GrowCo. Several significant assumptions and estimates were involved in the valuation of the net assets of GrowCo, including real estate appraisals, forecasted revenues, royalty rates, gross margins, discount rates, and attrition rates.

The principal considerations for our determination that performing procedures relating to the business combination and valuation of net assets of GrowCo is a critical audit matter are (i) the significant judgment used by management when developing the fair value estimate of the net assets, (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management’s significant assumptions related to the real estate appraisals, forecasted revenues, royalty rates, gross margins, discount rates, and attrition rates for the net assets, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the financial statements. These procedures included (i) obtaining an understanding of the design and implementation of controls relating to the acquisition accounting, including controls over management's valuation of the net assets (ii) reading the agreements related to the acquisition, (iii) testing management's process for developing the fair value estimates of net assets acquired, (iv) evaluating the appropriateness of the methods used by management, (v) testing the completeness and accuracy of the underlying data used in the methods, and (vi) evaluating the reasonableness of the significant assumptions used by management related to real estate appraisals, forecasted revenues, royalty rates, gross margins, discount rates, and attrition rates.

Evaluating the reasonableness of the significant assumptions used by management related to their valuations methods for the net assets acquired involved considering (i) the current and past performance of the GrowCo and (ii) whether the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the valuation methods and (ii) the reasonableness of the real estate appraisals, forecasted revenues, royalty rates, gross margins, discount rates and attrition rates for the net assets acquired.

We have served as the Company's auditor since 2024.

/s/ DAVIDSON & COMPANY LLP

Chartered Professional Accountants

Vancouver, Canada

February 27, 2025

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Cronos Group Inc.

Opinion on the Consolidated Financial Statements

We have audited, before the effects of the adjustments to retrospectively apply the change in accounting described in Notes 1(aa) and 14, the consolidated balance sheet of Cronos Group Inc. and subsidiaries (the Company) as of December 31, 2023, the related consolidated statements of net income (loss) and comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2023, and the related notes (collectively, the consolidated financial statements). The 2023 and 2022 consolidated financial statements before the effects of the adjustments described in Notes 1(aa) and 14 are not presented herein. In our opinion, the consolidated financial statements, before the effects of the adjustments to retrospectively apply the change in accounting described in Notes 1(aa) and 14, present fairly, in all material respects, the financial position of the Company as of December 31, 2023, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We were not engaged to audit, review, or apply any procedures to the adjustments to retrospectively apply the change in accounting described in Notes 1(aa) and 14 and, accordingly, we do not express an opinion or any other form of assurance about whether such adjustments are appropriate and have been properly applied. Those adjustments were audited by other auditors.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ **KPMG LLP**

Chartered Professional Accountants, Licensed Public Accountants

We served as the Company's auditor from 2018 to 2024.

Vaughan, Canada
February 29, 2024

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Cronos Group Inc.

Opinion on Internal Control Over Financial Reporting

We also have audited Cronos Group Inc.'s (the "Company") internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's consolidated balance sheet as of December 31, 2024, the related consolidated statements of net income (loss) and comprehensive income (loss), changes in shareholders' equity, and cash flows for the year ended December 31, 2024, and the related notes and our report dated February 27, 2025 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

The Company acquired Cronos Growing Company Inc. ("Cronos GrowCo") during 2024, and in accordance with guidance provided by the SEC, management excluded Cronos GrowCo from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2024. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Cronos GrowCo. Cronos GrowCo's total assets and net revenues excluded from management's assessment and our audit of internal controls over financial reporting represent approximately sixteen percent of total consolidated total assets and five percent of consolidated net revenue respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2024.

Definition of Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ **DAVIDSON & COMPANY LLP**

Chartered Professional Accountants

Vancouver, Canada

February 27, 2025

CRONOS GROUP INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

Cronos Group Inc.
Consolidated Balance Sheets
As of December 31, 2024 and 2023
(In thousands of U.S. dollars)
[Table of Contents](#)

	As of December 31,	
	2024	2023
Assets		
Current assets		
Cash and cash equivalents	\$ 858,805	\$ 669,291
Short-term investments	—	192,237
Accounts receivable, net	15,462	13,984
Interest receivable	8,690	10,012
Other receivables	5,000	6,341
Current portion of loans receivable, net	618	5,541
Inventory, net	33,149	30,495
Prepays and other current assets	6,277	5,405
Held-for-sale assets	8,112	—
Total current assets	936,113	933,306
Equity method investments, net	—	19,488
Other investments	2,813	35,251
Non-current portion of loans receivable, net	15,526	69,036
Property, plant and equipment, net	133,189	59,468
Right-of-use assets	1,390	1,356
Goodwill	63,453	1,057
Intangible assets, net	11,257	21,078
Deferred tax assets	2,571	226
Total assets	\$ 1,166,312	\$ 1,140,266
Liabilities		
Current liabilities		
Accounts payable	\$ 16,973	\$ 12,130
Income taxes payable	9	64
Accrued liabilities	31,653	27,736
Current portion of lease obligation	1,025	994
Derivative liabilities	40	102
Current portion due to non-controlling interests	—	373
Total current liabilities	49,700	41,399
Non-current portion due to non-controlling interests	1,073	1,003
Non-current portion of lease obligation	993	1,559
Deferred tax liabilities	3,564	181
Total liabilities	55,330	44,142
Shareholders' equity		
Share capital and additional paid-in capital (no par value; authorized for issue as of December 31, 2024 and 2023: unlimited; shares outstanding as of December 31, 2024 and 2023: 382,530,780 and 381,298,853, respectively)	669,879	662,174
Retained earnings	457,709	416,719
Accumulated other comprehensive income (loss)	(63,525)	20,678
Total equity attributable to shareholders of Cronos Group	1,064,063	1,099,571
Non-controlling interests	46,919	(3,447)
Total shareholders' equity	1,110,982	1,096,124
Total liabilities and shareholders' equity	\$ 1,166,312	\$ 1,140,266

See notes to consolidated financial statements.

Cronos Group Inc.
Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss)
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except share and per share amounts)
[Table of Contents](#)

	Year ended December 31,		
	2024	2023	2022
Net revenue, before excise taxes	\$ 161,821	\$ 120,270	\$ 109,301
Excise taxes	(44,206)	(33,029)	(22,552)
Net revenue	117,615	87,241	86,749
Cost of sales	91,710	74,527	71,313
Inventory write-down	707	805	—
Gross profit	25,198	11,909	15,436
Operating expenses			
Sales and marketing	21,603	22,701	18,046
Research and development	4,229	5,843	13,131
General and administrative	46,514	49,475	67,674
Restructuring costs	630	1,524	3,545
Share-based compensation	8,700	8,756	15,008
Depreciation and amortization	3,701	5,044	5,967
Impairment loss on long-lived assets	16,350	3,366	3,493
Total operating expenses	101,727	96,709	126,864
Operating loss	(76,529)	(84,800)	(111,428)
Other income (expense)			
Interest income, net	52,019	51,235	22,514
Gain (loss) on revaluation of derivative liabilities	49	(85)	14,060
Share of income from equity method investments	2,365	1,583	3,114
Gain on revaluation of loan receivable	11,804	—	—
Gain on revaluation of equity method investment	32,469	—	—
Gain (loss) on revaluation of financial instruments	(6,248)	(12,042)	14,739
Impairment loss on other investments	(25,650)	(23,350)	(61,392)
Foreign currency transaction gain (loss)	57,859	(7,324)	(2,286)
Loss on held-for-sale assets	(11,202)	—	—
Other, net	(350)	1,114	(324)
Total other income (expense)	113,115	11,131	(9,575)
Income (loss) before income taxes	36,586	(73,669)	(121,003)
Income tax expense (benefit)	(3,436)	(3,230)	34,175
Income (loss) from continuing operations	40,022	(70,439)	(155,178)
Loss from discontinued operations	—	(4,114)	(13,556)
Net income (loss)	40,022	(74,553)	(168,734)
Net income (loss) attributable to non-controlling interest	(1,058)	(590)	—
Net income (loss) attributable to Cronos Group	\$ 41,080	\$ (73,963)	\$ (168,734)

Cronos Group Inc.
Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss)
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except share and per share amounts)
[Table of Contents](#)

Comprehensive income (loss)			
Net income (loss)	\$ 40,022	\$ (74,553)	\$ (168,734)
Other comprehensive income (loss)			
Foreign exchange gain (loss) on translation	(86,321)	21,539	(50,616)
Comprehensive income (loss)	(46,299)	(53,014)	(219,350)
Comprehensive income (loss) attributable to non-controlling interest	(3,176)	(526)	46
Comprehensive income (loss) attributable to Cronos Group	\$ (43,123)	\$ (52,488)	\$ (219,396)
Net income (loss) per share			
Basic - continuing operations	\$ 0.11	\$ (0.18)	\$ (0.41)
Basic - discontinued operations	\$ —	\$ (0.01)	\$ (0.04)
Basic net income (loss) per share attributable to Cronos Group	\$ 0.11	\$ (0.19)	\$ (0.45)
Diluted - continuing operations	\$ 0.11	\$ (0.18)	\$ (0.41)
Diluted - discontinued operations	\$ —	\$ (0.01)	\$ (0.04)
Diluted net income (loss) per share attributable to Cronos Group	\$ 0.11	\$ (0.19)	\$ (0.45)

See notes to consolidated financial statements.

Cronos Group Inc.
Consolidated Statements of Changes in Shareholders' Equity
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except number of share amounts)

[Table of Contents](#)

	Number of shares	Share capital and additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Non- controlling interests	Total shareholders' equity
Balance as of January 1, 2022	374,952,693	\$ 627,962	\$ 659,416	\$ 49,865	\$ (2,967)	\$ 1,334,276
Activities relating to share-based compensation	1,464,822	14,834	—	—	—	14,834
Share issuance pursuant to research and development milestones	4,157,888	11,204	—	—	—	11,204
Net loss	—	—	(168,734)	—	—	(168,734)
Foreign exchange gain (loss) on translation	—	—	—	(50,662)	46	(50,616)
Balance as of December 31, 2022	380,575,403	654,000	490,682	(797)	(2,921)	1,140,964
Activities relating to share-based compensation	723,450	8,174	—	—	—	8,174
Net loss	—	—	(73,963)	—	(590)	(74,553)
Foreign exchange gain on translation	—	—	—	21,475	64	21,539
Balance as of December 31, 2023	381,298,853	662,174	416,719	20,678	(3,447)	1,096,124
Non-controlling interest resulting from business combination	—	—	—	—	53,542	53,542
Activities relating to share-based compensation	1,231,927	7,705	(90)	—	—	7,615
Net income (loss)	—	—	41,080	—	(1,058)	40,022
Foreign exchange loss on translation	—	—	—	(84,203)	(2,118)	(86,321)
Balance as of December 31, 2024	382,530,780	\$ 669,879	\$ 457,709	\$ (63,525)	\$ 46,919	\$ 1,110,982

See notes to consolidated financial statements.

Cronos Group Inc.
Consolidated Statements of Cash Flows
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars)

[Table of Contents](#)

	Year ended December 31,		
	2024	2023	2022
Operating activities			
Net income (loss)	\$ 40,022	\$ (74,553)	\$ (168,734)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Share-based compensation	8,700	8,769	15,115
Depreciation and amortization	9,336	8,110	13,122
Impairment loss on long-lived assets	16,350	3,571	3,493
Impairment loss on other investments	25,650	23,350	61,392
Loss (income) from investments	3,841	10,513	(17,853)
Loss (gain) on revaluation of derivative liabilities	(49)	85	(14,060)
Changes in expected credit losses on long-term financial assets	1,032	(1,528)	(662)
Revaluation of equity method investment	(32,469)	—	—
Revaluation of loan receivable	(11,804)	—	—
Loss on held-for-sale assets	11,202	—	—
Inventory step-up recorded to cost of sales	5,284	—	—
Foreign currency transaction (gain) loss	(57,859)	7,324	2,286
Other non-cash operating activities, net	(82)	(2,008)	1,294
Changes in operating assets and liabilities:			
Accounts receivable, net	(917)	9,206	(2,711)
Interest receivable	(3,656)	(14,344)	(6,985)
Other receivables	2,059	(1,449)	1,148
Prepays and other current assets	(512)	1,437	996
Inventory, net	7,417	7,399	(7,217)
Accounts payable	(7,449)	(773)	(863)
Income taxes payable	(93)	(33,104)	34,212
Accrued liabilities	2,840	5,160	(2,921)
Net cash provided by (used in) operating activities	18,843	(42,835)	(88,948)
Investing activities			
Proceeds from short-term investments	185,817	532,838	268,870
Purchase of short-term investments	—	(608,247)	(271,378)
Cash acquired in business combination	5,993	—	—
Dividends received from equity method investee	—	1,297	—
Dividend proceeds	—	345	384
Advances on loans receivable	(8,759)	—	—
Repayments on loans receivable	5,252	16,831	5,246
Purchase of property, plant and equipment, net of disposals	(12,411)	(2,505)	(3,451)
Purchase of intangible assets, net of disposals	(743)	(918)	(1,581)
Other investing activities	—	860	68
Net cash provided by (used in) investing activities	175,149	(59,499)	(1,842)

Cronos Group Inc.
Consolidated Statements of Cash Flows (continued)
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars)

[Table of Contents](#)

	Year ended December 31,		
	2024	2023	2022
Financing activities			
Withholding taxes paid on equity awards	(1,231)	(1,030)	(2,829)
Other financing activities, net	—	—	(68)
Net cash used in financing activities	(1,231)	(1,030)	(2,897)
Effect of foreign currency translation on cash and cash equivalents	(3,247)	8,011	(28,642)
Net change in cash and cash equivalents	189,514	(95,353)	(122,329)
Cash and cash equivalents, beginning of period	669,291	764,644	886,973
Cash and cash equivalents, end of period	<u>\$ 858,805</u>	<u>\$ 669,291</u>	<u>\$ 764,644</u>
Supplementary cash flow information⁽ⁱ⁾:			
Interest paid	\$ —	\$ —	\$ —
Interest received	48,399	36,501	15,548
Taxes paid	\$ 647	\$ 33,013	\$ 177

⁽ⁱ⁾ See Note 3 and Note 9 for supplementary cash flow information related to the Company's operating leases.

See notes to consolidated financial statements.

1. Background, Basis of Presentation, and Summary of Significant Accounting Policies

(a) Background

Cronos Group Inc. (“Cronos” or the “Company”) is incorporated in the province of British Columbia and under the *Business Corporations Act* (British Columbia) with principal executive offices at 4491 Concession Rd 12, Stayner, Ontario L0M 1S0. The Company’s common shares are currently listed on the Toronto Stock Exchange (“TSX”) and Nasdaq Global Market (“Nasdaq”) under the ticker symbol “CRON.”

Cronos is an innovative global cannabinoid company committed to building disruptive intellectual property by advancing cannabis research, technology and product development. With a passion to responsibly elevate the consumer experience, Cronos is building an iconic brand portfolio. Cronos’ diverse international brand portfolio includes Spinach®, PEACE NATURALS® and Lord Jones®.

(b) Basis of presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Certain prior year amounts have been reclassified to conform to the current year presentation of our consolidated financial statements, which includes discontinued operations. These reclassifications had no effect on reported results of operations and ending shareholders’ equity.

(c) Basis of consolidation

The accompanying consolidated financial statements include the accounts of the Company, and all entities in which the Company has a controlling voting interest or is the primary beneficiary of a variable interest as of and for the reporting periods. The Company assesses control under the variable interest entity (“VIE”) model to determine whether the Company is the primary beneficiary of that entity’s operations. If an entity is not deemed to be a VIE, the Company consolidates the entity if the Company has a controlling voting interest. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases. Investments in which the Company has the ability to exercise significant influence over the operating and financial policies of the investee, but does not have control, are accounted for under the equity method of accounting. The Company consolidates the financial results of the following entities, which the Company controls but does not wholly own:

Subsidiaries	Jurisdiction of incorporation	Incorporation date	Ownership interest ⁽ⁱⁱⁱ⁾
Cronos Growing Company Inc. ⁽ⁱ⁾	Canada	June 14, 2018	50%
Cronos Israel G.S. Cultivation Ltd. ⁽ⁱⁱ⁾	Israel	February 4, 2018	70%
Cronos Israel G.S. Manufacturing Ltd. ⁽ⁱⁱ⁾	Israel	September 4, 2018	90%
Cronos Israel G.S. Store Ltd. ⁽ⁱⁱ⁾	Israel	June 28, 2018	90%
Cronos Israel G.S. Pharmacy Ltd. ⁽ⁱⁱ⁾	Israel	February 15, 2018	90%

⁽ⁱ⁾ Cronos Growing Company Inc. is referred to as “Cronos GrowCo.”

⁽ⁱⁱ⁾ These Israeli entities are collectively referred to as “Cronos Israel.”

⁽ⁱⁱⁱ⁾ “Ownership interest” is defined as the proportionate share of net income to which the Company is entitled; equity interest may differ from ownership interest as described herein.

In the consolidated statements of net income (loss) and comprehensive (income) loss, net income (loss) and comprehensive income (loss) are attributed to the equity holders of the Company and to the non-controlling interests. Non-controlling interests in the equity of Cronos Israel and Cronos GrowCo are presented separately in the shareholders’ equity section of the consolidated balance sheets and consolidated statements of shareholders’ equity. All intercompany transactions and balances are eliminated upon consolidation.

(d) Use of estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Significant estimates and assumptions include, among other things, allocation of consideration to acquired assets and liabilities in a business combination, valuation of derivative liabilities, expected credit losses on long-term financial assets, gain on revaluation of loans receivable, gain on revaluation of equity method investment, impairment losses on goodwill and indefinite-lived intangible

assets, impairment losses on long-lived assets, inventory write-downs, share-based payments, valuation allowance on deferred income tax assets and uncertain tax liabilities. Actual results could differ from those estimates.

(e) Cash and cash equivalents and short-term investments

Cash and cash equivalents are comprised of cash and highly liquid short-term investments that are readily convertible into known amounts of cash, generally with original maturities of three months or less. Cash and cash equivalents include amounts held in dollars, C\$, and ILS and security deposits. Short-term investments consist of debt securities that (i) generally have original maturities of greater than three months and (ii) the Company has the ability to convert into cash within one year.

Short-term investments are classified as held-to-maturity and recorded at cost. Interest earned on short-term investments is recorded in other receivables on the consolidated balance sheets and interest income, net on the consolidated statements of net income (loss) and comprehensive income (loss). Cash inflows and outflows related to the purchase and maturity of short-term investments are classified as investing activities in the Company's consolidated statements of cash flows.

(f) Business combination

Effective July 1, 2024, the Company obtained majority control of the board of directors of Cronos GrowCo, a cannabis cultivation company. The business combination was accounted for using the acquisition method of accounting in accordance with Accounting Standards Codification ("ASC") 805 *Accounting for Business Combinations* (the "Cronos GrowCo Transaction"). Prior to this date, the Company's investment in Cronos GrowCo was accounted for as an investment under the equity method and loans receivable from Cronos GrowCo. The excess of the fair value of our existing equity method investment over the net assets acquired was recorded as goodwill. The results of operations of Cronos GrowCo have been included in the Company's consolidated financial statements from the acquisition date. Transaction costs associated with the acquisition were \$701 in the year ended December 31, 2024 and were expensed as incurred.

(g) Inventory

Inventory is comprised of raw materials, finished goods and work-in-progress, such as pre-harvested cannabis plants, dried flower, by-products to be extracted, cannabis extracts and by-products, dry cannabis and cannabis extract containers, and boxes. In relation to cultivated cannabis, the Company capitalizes costs into inventory until the time of harvest which includes, but is not limited to, labor, utilities, nutrition and irrigation.

Inventory is stated at the lower of cost and net realizable value, determined using weighted average cost. Cost includes expenditures directly related to manufacturing and distribution of the products. Primary costs include consumables (insect control, fertilizers, soil), packaging, shipping, direct labor, contract manufacturer fees, overhead, supplies and small tools, and the depreciation of manufacturing equipment and production facilities determined at normal capacity. Manufacturing overhead and related expenses include salaries, wages, employee benefits, rent, utilities, security, and property taxes. Net realizable value is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. At the end of each reporting period, the Company performs an assessment to measure inventory at the lower of cost and net realizable value. Factors considered in the determination of net realizable value include slow-moving or non-marketable products.

(h) Investments

Variable interest entities

A variable interest entity is an entity having either a total equity investment that is insufficient to finance its activities without additional subordinated financial support or equity investors at risk that lack the ability to control the entity's activities. Variable interests are investments or other interests that will absorb portions of a VIE's expected losses or receive portions of the VIE's expected residual returns. The Company evaluates whether it is the primary beneficiary of each VIE it identifies on a periodic basis and considers the impact of any reconsideration events. The primary beneficiary is the party that has both the power to direct the activities that most significantly impact the VIE and holds a variable interest that could potentially be significant to the VIE. To make this determination, the Company considers both quantitative and qualitative factors regarding the nature, size and form of its involvement with the VIE. The Company consolidates a VIE when it is determined that it is the primary beneficiary of the VIE.

Equity method investments

The Company accounts for investments in companies over which it has the ability to exercise significant influence but does not hold a controlling financial interest using the equity method. Under the equity method, the Company records its proportionate share of income or loss in share of income (loss) from equity method investments within the consolidated statements of net income (loss) and comprehensive income (loss). Cash payments to equity method investees such as additional investments or expenses incurred on behalf of investees, as well as income earned and payments from equity method investees such as dividends and distributions are recorded as adjustments to investment balances. If the current fair value of an investment falls below its carrying amount, this may indicate that an impairment loss should be recorded. Any impairment losses recognized in one period cannot be reversed in subsequent periods.

Other investments

Other investments include common stock and options in third-party entities in which the Company's influence is deemed non-significant. The Company holds other investments with and without readily determinable fair values. Other investments with readily determinable fair values are recorded using the fair value method of accounting as of period-end on the consolidated balance sheets. Other investments without readily determinable fair values are recorded using the cost method of accounting on the consolidated balance sheets. Other investments without readily determinable fair values are assessed for observable price changes and other than temporary impairment on a periodic basis. Changes in the reported value of other investments are reported in the consolidated statements of net income (loss) and comprehensive income (loss).

(i) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

	Rate
Building and leasehold improvements	15 to 20 years
Machinery and equipment	7 to 10 years
Furniture and fixtures	5 years

When assets are disposed of, the cost and accumulated depreciation are removed from the respective accounts and any related gain or loss is recognized. Maintenance and repairs are charged to expense as incurred. Significant expenditures, which increase productivity or extend the useful life of the asset, are capitalized.

Available for use is defined as the point at which the related property, plant and equipment is operational, including the possession of any requisite licenses. Depreciation commences at the point the assets are available for use.

(j) Definite-lived intangible assets

Intangible assets are recorded at cost less any accumulated amortization and accumulated impairment losses. Intangible assets acquired through a business combination are measured at fair value at the acquisition date. The fair value of the know-how intangible asset that was acquired in the Cronos GrowCo Transaction was estimated using the income approach. Under the income approach, significant inputs used in the relief-from-royalty method include projected revenues, royalty rate, income tax rate and discount rate.

The Company capitalizes certain costs incurred in connection with its enterprise software, which include external direct costs of materials and services consumed in developing or obtaining internal-use software and payroll and payroll-related costs for employees who are directly associated with and who devote time to the development of the software for the function intended. All other costs are expensed as incurred.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

Intangible assets with definite useful lives are amortized over their estimated useful lives using the following methods and rates:

	Method	Rate
Software	Straight-line	5 years
Health Canada licenses	Straight-line	Useful life of corresponding facilities
Ginkgo exclusive licenses	Straight-line	10 years
Israeli codes ⁽ⁱ⁾	Straight-line	Useful life of corresponding facilities
Know-how ⁽ⁱⁱ⁾	Straight-line	10 years

⁽ⁱ⁾ The preliminary licenses granted to Kibbutz Gan Shmuel (the Cronos Israel joint venture partner) by the Medical Cannabis Unit of the Israeli Ministry of Health in early 2017 (the “Israeli codes”) were transferred by non-controlling interests to Cronos Israel in exchange for equity interests in the Cronos Israel entities specified above.

⁽ⁱⁱ⁾ Know-how was acquired as part of the Cronos GrowCo Transaction. See Note 2 “*Business Combination*” for further information.

Amortization begins when assets become available for use. The estimated useful life, amortization method, and rate are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets originating from the strategic partnership (the “Ginkgo Strategic Partnership”) with Ginkgo Bioworks Holdings, Inc. (“Ginkgo”) are accounted for in accordance with the acquisition method of accounting. Equity interests issued in exchange for an asset are initially recognized and measured at the date of acquisition at fair value. We estimate fair value using the relief-from-royalty method and key assumptions include the discount rate and estimated life. Definite-lived intangible assets, including intangible assets originating from the Ginkgo Strategic Partnership, are subject to amortization and reviewed for impairment annually or more frequently when events or changes in circumstances indicate that fair value has been reduced to less than its carrying amount.

(k) Accrued liabilities

Accrued liabilities consist of the following:

	As of December 31,	
	2024	2023
Accrued payroll and related expenses	\$ 10,324	\$ 8,970
Accrued professional fees	1,537	2,525
Accrued taxes	11,831	11,695
Other accrued expenses	7,961	4,546
Total accrued liabilities	<u>\$ 31,653</u>	<u>\$ 27,736</u>

Accrued payroll and related expenses include salaries and wages, bonuses, and other related payroll expenses associated with the Company’s employees. Accrued professional fees include fees for legal expenses, litigation, consulting, marketing, and other related expenses. Accrued taxes include sales, excise and other taxes owed. Other accrued expenses include the fair value of deferred share units outstanding to directors and other general expenses.

(l) Leases

The Company enters into leases in the normal course of business, primarily for the land-use rights, office and research premises, and equipment used in the production of its products. At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company performs an analysis over the classification of the lease agreement as either an operating lease or finance lease.

A right-of-use asset and the related lease obligation associated with the lease are recorded at the inception of the lease. The right-of-use asset’s recorded amount is based on the present value of future lease payments over the lease term at the commencement date plus any initial direct costs incurred. If the rate implicit in the lease is not readily determinable for the Company’s operating leases, an incremental borrowing rate is generally used based on information available at the lease commencement date to determine the present value of future lease payments. Subsequent changes to these lease payments due to rate updates are recorded as lease expense in the period incurred. Leases with a term of 12 months or less are not recorded on the balance sheet as a lease.

The right-of-use asset is subject to impairment testing whenever events or changes in circumstances indicate the carrying amount of the asset may not be recoverable. The leased asset is amortized over the shorter of the lease term or its estimated useful life if title does

not transfer to the Company, while the leased asset is depreciated in accordance with the Company's depreciation policy if the title is to eventually transfer to the Company.

The Company's lease agreements generally exclude non-lease components. As a result, non-lease components are accounted for separately for all classes of assets and expensed as incurred. In addition, the Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants. For finance leases, from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, the right-of-use asset is amortized on a straight-line basis and the interest expense is recognized on the lease liability using the effective interest method. For operating leases, lease expense is recognized on a straight-line basis over the term of the lease and presented as a single charge in the consolidated statements of net income (loss) and comprehensive income (loss).

(m) Derivative liabilities

For financial instruments classified as derivatives that are not designated as hedging instruments or do not qualify for hedge accounting, changes in fair value are recorded in the consolidated statements of net income (loss) and comprehensive income (loss) each period. The Company does not enter into or hold derivative financial instruments for trading or speculative purposes. Derivative liabilities are initially recognized at fair value at the date on which the derivative contract was entered into. Any attributable transaction costs are recognized in net income (loss) as incurred. Subsequent to initial recognition, derivative liabilities are measured at fair value at each reporting date until settlement with the re-measurement gain or loss being recognized immediately in net income (loss) and comprehensive income (loss). See Note 10 "*Derivative Liabilities*" for more details on derivative liabilities consisting of the Altria Warrant, Pre-emptive Rights, and certain Top-up Rights.

(n) Capital stock

Capital stock is presented at the fair value at the time of issuance of the shares issued. Costs related to the issuance of shares are reported in equity, net of tax, as a deduction from the issuance proceeds.

(o) Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. The Company's contracts with customers for the sale of dried flower, cannabis oil, cannabinoid-derived products and "hemp" (as defined in the U.S. Agricultural Improvement Act of 2018 "U.S. hemp") derived products consist of a single performance obligation.

The Company has concluded that revenue from the sale of these products should be recognized at the point in time when control is transferred to the customer, depending on the specific contractual terms. The Company has determined that the most definitive demonstration that control has transferred to a customer is physical shipment or delivery, depending on the contractual shipping terms, except for consignment transactions. Consignment transactions are arrangements where the Company transfers product to a customer or third-party location but retains ownership and control of such product until it is used by the customer. Revenue for consignment arrangements is recognized upon the customer's usage.

Revenue is recognized at the transaction price, which is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods to a customer. Net revenue before excise taxes from sale of goods, as presented in the consolidated statements of net income (loss) and comprehensive income (loss), represents revenue from the sale of goods less expected price discounts, allowances for customer returns and other forms of variable consideration. If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated using either the expected value or most likely amount method, based on the Company's historical information, at contract inception. The Company's payment terms vary by customer and product type.

The Company treats shipping and handling activities as a fulfillment cost, classified as cost of sales. Accordingly, the Company accrues all fulfillment costs related to the shipping and handling of consumer goods at the time of shipment.

The following table presents the Company's revenue by major product category for continuing operations:

	Year ended December 31,		
	2024	2023	2022
Cannabis flower	\$ 87,912	\$ 62,070	\$ 63,593
Cannabis extracts	29,168	24,569	22,522
Other	535	602	634
Net revenue	\$ 117,615	\$ 87,241	\$ 86,749

Net revenue attributed to a geographic region based on the location of the customer was as follows:

	Year ended December 31,		
	2024	2023	2022
Canada	\$ 82,437	\$ 64,702	\$ 56,233
Israel	28,368	21,134	30,516
Other countries	6,810	1,405	—
Net revenue	\$ 117,615	\$ 87,241	\$ 86,749

(p) Research and development

The Company has a research and development center in Canada that performs scientific research on the interaction of cannabinoids as well as strain development, growing conditions and extraction technology. In 2023, fermentation and production related research was performed to further strategic initiatives around rare cannabinoids. In addition, the Company has a collaboration and license agreement with Ginkgo (the "Ginkgo Collaboration Agreement") to research, produce, and commercialize cultured cannabinoids. Technological feasibility is considered to be established once productivity targets or commercialization are achieved, at which point the exclusive license is recognized at cost less impairment charges. As of the acquisition date of each exclusive license, cost less impairment charges is equal to the fair value. See Note 8 "Goodwill and Intangible Assets, net" for more information on the Ginkgo Collaboration Arrangement. Research and development costs associated with these collective efforts are expensed as incurred as part of operating expenses in the Company's consolidated statements of net income (loss) and comprehensive income (loss).

(q) Advertising costs

Advertising costs include costs to sell the Company's products and are expensed as incurred through sales and marketing expenses in the consolidated statements of net income (loss) and comprehensive income (loss). Advertising costs were \$887, \$1,382 and \$889 for the years ended December 31, 2024, 2023, and 2022, respectively.

(r) Share-based compensation

Share-based awards consists of equity-settled share-based awards such as stock options and restricted share units ("RSUs") that are issued to eligible employees, non-executive directors, and non-employees. Cash-settled deferred share units ("DSUs") that are issued to non-executive directors under the DSU Plan are recorded in accrued liabilities with the fair value adjustment recorded in other income.

Equity instruments granted are initially measured at fair value on the grant date. The fair value of stock options is determined using the Black-Scholes option pricing model. The fair value of RSUs and DSUs are determined using the market price of the Company's common shares. Compensation expense related to options and RSUs is recognized on a straight-line basis in the consolidated statements of net income (loss) and comprehensive income (loss) over the vesting period for employees, and over the contractual term for non-employees. The fair value of the payout of cash-settled DSUs is determined at each reporting date based on the fair value of the Company's common shares at the reporting date and is recorded within other liabilities. The related costs for all equity-settled share-based awards are reflected in additional paid-in capital until the awards are settled or exercised. Upon settlement or exercise, shares are issued and the amount previously reflected in additional paid-in capital is, along with any proceeds paid upon settlement or exercise, credited to a combination of share capital and additional paid-in capital. Forfeitures of share-based compensation awards are accounted for as reductions to share-based compensation and additional paid-in capital as they occur.

(s) Impairment of long-lived assets

The Company reviews its long-lived assets, such as property, plant and equipment and definite-lived intangible assets, for impairment in accordance with ASC 360, *Property, Plant, and Equipment*. In accordance with ASC 360, long-lived assets are reviewed for events or changes in circumstances that indicate that their carrying amount may not be recoverable. The Company periodically reviews for indicators and, if indicators are present, tests the carrying amount of long-lived assets, assessing their recoverable value based on estimated undiscounted cash flows over their remaining estimated useful lives. The Company groups assets at the lowest level for which cash flows are separately identifiable, referred to as an asset group. If the carrying amount of an asset (or asset group) exceeds its estimated undiscounted future cash flows, an impairment charge is measured as the amount by which the carrying amount of the asset (or asset group) exceeds the fair value of the asset (or asset group, as applicable), based on discounted cash flows.

(t) Assets held-for-sale and discontinued operations

In accordance with ASC 205-20 *Presentation of Financial Statements: Discontinued Operations*, a disposal of a component of an entity or a group of components of an entity is required to be reported as discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results when the components of an entity meet the criteria in paragraph ASC 205-20-45-10. In the period in which the component meets held-for-sale or discontinued operations criteria, the major current assets, other assets, current liabilities, and other liabilities are reported as components of total assets and liabilities separate from those balances of the continuing operations. At the same time, the results of all discontinued operations, less applicable income taxes (benefit), are reported as components of net income (loss) separate from the net income (loss) of continuing operations.

The Company periodically evaluates its long-lived assets that it plans to dispose of through sale for held-for-sale classification. To be classified as held-for-sale, management must have committed to a plan to sell, the asset (or asset group) must be available for immediate sale in its present condition, an active program to locate a buyer must have been initiated, the sale must be probable to close within one year, the asset (or asset group) must be marketed at a reasonable sales price, and it must be unlikely that significant changes to the plan will be made. Once an asset (or asset group) meets all of the above criteria, it is reclassified as assets held-for-sale on the consolidated balance sheet, and the asset(s) cease depreciation and are written down to their fair value, less costs to sell, if applicable.

The Company completed a review of its global supply chain in 2023 and determined that it would wind down its Winnipeg, Manitoba facility ("Cronos Fermentation Facility") and list it for sale. This review involved significant complexities and judgments in making the accounting treatment determination. There are subjective and complex judgments in the determination of whether the Cronos Fermentation Facility meets the criteria to be classified as held for sale, including: (1) whether the Cronos Fermentation Facility is available for sale in its present condition subject only to terms that are usual and customary for sales of such businesses, (2) whether the sale of the Cronos Fermentation Facility is probable and that the transfer of assets will be a completed sale within one year from period end, and (3) whether the Cronos Fermentation Facility is being actively marketed at a reasonable price. See Note 7 "*Property, Plant and Equipment, net*" for discussion regarding our evaluation of the Cronos Fermentation Facility for held-for-sale classification as of December 31, 2024.

(u) Impairment of goodwill and indefinite-lived intangible assets

Goodwill and indefinite-lived intangible assets are not amortized. Goodwill and indefinite-lived intangible assets are reviewed for impairment annually or more frequently when events or changes in circumstances indicate that fair value of the reporting unit has been reduced to less than its carrying amount in accordance with the provisions of ASC 350, *Intangibles—Goodwill and Other*. The Company performs an impairment test annually in the fourth quarter by comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered to be impaired. An impairment charge would be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value.

(v) Income taxes

The Company uses the liability method of accounting for income taxes, under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to be in effect when such assets and liabilities are recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the year that includes the enactment date. The Company determines deferred tax assets including net operating losses and liabilities, based on temporary differences between the book and tax bases of assets and liabilities.

A valuation allowance is established to reduce some or all net deferred tax assets to amounts that are more likely than not to be realized. The Company considers all available evidence, both positive and negative, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies, in assessing the need for a valuation allowance.

A valuation allowance against some or all of the net deferred tax assets does not in any way impact the Company's ability to use future tax deductions such as the Company's net operating loss carryforwards; rather, the valuation allowance indicates, according to the provisions of ASC 740, *Income Taxes*, it is more likely than not that the deferred tax assets will not be realized. The valuation allowance that was established will be maintained until there is sufficient positive evidence to conclude that it is more likely than not that the net deferred tax assets will be realized. The Company's income tax expense for future periods will be reduced to the extent of corresponding decreases in our valuation allowance. There is uncertainty regarding any future realization of the benefit by the Company of all or part of our net deferred tax assets.

Judgment is required to determine the recognition and measurement attributes prescribed in the accounting guidance for uncertainty in income taxes. The Company uses a two-step approach for evaluating uncertain tax positions. Step one, recognition, requires us to determine whether the weight of available evidence indicates that a tax position is more likely than not to be sustained upon audit, including resolution of related appeals or litigation processes, if any. If a tax position is not considered "more likely than not" to be sustained, no benefits of the position are recognized. If we determine that a position is "more likely than not" to be sustained, then we proceed to step two, measurement, which is based on the largest amount of benefit which is more likely than not to be realized on effective settlement. This process involves estimating our actual current tax exposure, including assessing the risks associated with income tax audits, together with assessing temporary differences resulting from the different treatment of items for tax and financial reporting purposes. If actual results differ from our estimates, our net operating loss and credit carryforwards, to the extent not covered by a valuation allowance, could be materially impacted in the period which such determination is made.

The Company recognizes uncertain income tax positions at the largest amount that is more-likely-than-not to be sustained upon examination by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Recognition or measurement is reflected in the period in which the likelihood changes. Any interest and penalties related to unrecognized tax liabilities are presented within income tax expense in the consolidated statements of net income (loss) and comprehensive income (loss). Accrued interest and penalties are included in accounts payable and other liabilities in the consolidated balance sheets.

(w) Foreign currency

The Company's functional currency is the Canadian dollar ("C\$") and its reporting currency is the U.S. dollar. Functional currencies for the entities in these consolidated financial statements are their respective local currencies, including C\$, U.S. dollar and Israeli New Shekel ("ILS"). All assets and liabilities of operations with a functional currency other than the Canadian dollar are translated into Canadian dollars at the period-end currency exchange rates and subsequently translated into U.S. dollars at period-end currency exchange rates. The resulting translation adjustments are recorded in accumulated other comprehensive income (loss), net of tax. Revenues and expenses of operations, as well as all cash flows, with a functional currency other than the Canadian dollar are translated into Canadian dollars at the average exchange rates for the period and subsequently translated into U.S. dollars at the average exchange rates for the period. Transaction gains and losses resulting from changes in foreign currency exchange rates are recorded in either cost of sales, general and administrative expenses, or foreign currency transaction gain (loss) in the consolidated statements of net income (loss) and comprehensive income (loss).

(x) Segments

Segment reporting is prepared on the same basis that the Company's chief operating decision maker (the "CODM") manages the business, makes operating decisions and assesses the Company's performance. Historically, the Company reported results for two reportable segments, the U.S. and Rest of World. In the second quarter of 2023, as a result of the Company's exit of its then-existing U.S. operations, the Company determined that it has one operating segment and therefore one reportable segment. All prior period segment disclosure information has been reclassified to conform to the current reporting structure in this Annual Report. These reclassifications had no effect on our consolidated financial statements in any period presented.

(y) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares. Basic earnings (loss) per share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all potentially dilutive common shares.

(z) Fair value measurements

The carrying amount of the Company's cash and cash equivalents, accounts receivable, other receivables, loans receivable, accounts payable and other liabilities approximate fair value, given their short-term nature. Cronos uses a fair value hierarchy, which gives the

[Table of Contents](#)

highest priority to unadjusted quoted prices in active markets for identical assets and liabilities, noted as Level 1 measurements, and the lowest priority to unobservable inputs, noted as Level 3 measurements.

The following are the three levels of inputs used to measure fair value:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – valuation techniques using the inputs for the asset or liability that are not based on observable market data.

The Company's policy for determining when transfers between levels of the fair value hierarchy occur is based on the date of the event or changes in circumstances that caused the transfer.

(aa) Adoption of new accounting pronouncements

In the fourth quarter of 2024, the Company adopted ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 enhances reportable segment disclosures by requiring disclosures such as significant segment expenses, information on the CODM and disclosures for entities with a single reportable segment. Additionally, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, and contain other disclosure requirements. The adoption of ASU 2023-07 did not have an impact on the consolidated results of operations, financial condition or statement of cash flows.

On January 1, 2024, the Company adopted ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions ("ASU 2022-03"). ASU 2022-03 clarifies that a contractual restriction on the sale of an equity security is not considered in measuring fair value. The amendments also require additional disclosures for equity securities subject to contractual sale restrictions. The adoption of ASU 2022-03 did not have a material impact on the Company's consolidated financial statements. With respect to the adoption of ASU 2022-03, see Note 5 "Investments" for discussion of the contractual restrictions related to the PharmaCann Option (as defined below).

(ab) New accounting pronouncements not yet adopted

In November 2024, the Financial Accounting Standards Board issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40) Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2024-03"). ASU 2024-03 adds an obligation under ASC 220-40 to require a footnote disclosure about specific expenses by requiring public business entities to disaggregate, in a tabular presentation, each relevant expense caption on the face of the income statement that includes any of the following natural expenses: (1) purchases of inventory, (2) employee compensation, (3) depreciation, (4) intangible asset amortization, and (5) depreciation, depletion, and amortization recognized as part of oil and gas-producing activities or other types of depletion expenses. The tabular disclosure would also include certain other expenses, when applicable. ASU 2024-03 does not change or remove existing expense disclosure requirements; however, it may affect where that information appears in the footnotes to the financial statements. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted, and applicable entities are required to adopt ASU 2024-03 prospectively; however, companies are permitted to apply the amendments in ASU 2024-03 retrospectively. The Company does not expect the adoption of ASU 2024-03 to have a material impact on its consolidated financial statements. In January 2025, the effective date was further clarified with the issuance of ASU 2025-01, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date. No guidance was changed with ASU 2025-01, but the issuance simply ensures that all public business entities have a clear and consistent timeline for implementing the enhanced expense disaggregation disclosures.

2. Business Combination

Cronos GrowCo was formed under the Canada Business Corporations Act on June 14, 2018, with the objective of cultivating and commercializing cannabis and cannabis products. Cronos GrowCo is licensed to sell certain cannabis products to other license holders in the wholesale channel, as well as to provincial cannabis control authorities. It is also licensed to export dried flower to Israel.

As described in Note 1 "Background, Basis of Presentation, and Summary of Significant Accounting Policies", in the third quarter of 2024, the Company obtained majority control of the board of directors of Cronos GrowCo, which qualified as a business combination under ASC 805. In connection with the Cronos GrowCo Transaction, the Company provided an approximately \$51,000 secured non-revolving credit facility to Cronos GrowCo to fund the expansion of Cronos GrowCo's cultivation and processing facilities (such area, the "Phase 2 Expansion Area"), and the Company entered into a new supply agreement (the "Cronos GrowCo Supply Agreement") with Cronos GrowCo. Pursuant to the Cronos GrowCo Supply Agreement, prior to the commencement of sales from the Phase 2

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

Expansion Area, the Company and its controlled affiliates (other than Cronos GrowCo) have the right, but not the obligation, to purchase an aggregate total quantity of 80% of Cronos GrowCo's production. Thereafter, the Company and its controlled affiliates (other than Cronos GrowCo) will have the right, but not the obligation, to purchase 70% of Cronos GrowCo's forecasted production capacity over a given period and 70% of Cronos GrowCo's actual production in a given month. Cronos GrowCo's production is intended to support the majority of the Company's current and future biomass supply requirements.

As there was no cash consideration paid, the Cronos GrowCo Transaction has been valued with reference to the fair value of our existing equity method investment of \$53,542, as well as the effective settlement of various preexisting relationships between the Company and Cronos GrowCo. These preexisting relationships are now classified as intercompany transactions and eliminated upon consolidation. For the year ended December 31, 2024, we recorded a gain of \$32,469 on the consolidated statements of net income (loss) and comprehensive income (loss) from remeasuring our equity method investment in Cronos GrowCo. We also recorded \$11,804 to gain on revaluation of loan receivable on the consolidated statements of net income (loss) and comprehensive income (loss) for the year ended December 31, 2024, from remeasuring our outstanding loans receivable with Cronos GrowCo. Additionally, the consideration also included the effective settlement of various preexisting trade receivables and payables and other related accounts that are now classified as intercompany transactions and eliminated upon consolidation. The effective settlement of the preexisting trade receivables, payables, and related accounts did not result in the recognition of any gain or loss on settlement. As of the date of the Cronos GrowCo Transaction, the fair value of the non-controlling interest in Cronos GrowCo was \$53,542. The Company used the income approach to estimate both the fair value of the Company's equity method investment in Cronos GrowCo and the fair value of the non-controlling interest in Cronos GrowCo. Under the income approach, significant assumptions used in the discounted cash flow method that required the use of judgment were the discount rate, growth rates and cash flow projections. The Company used the income approach to estimate the fair value of the Company's loan receivable with Cronos GrowCo. Under the income approach, significant assumptions used that required the use of judgment were the credit spread and interest rate volatility.

During the fourth quarter of 2024, the Company completed the allocation of the purchase price to the assets acquired and liabilities assumed. Based on the final allocation, goodwill and intangible assets increased \$28,848 and \$8,008, respectively, and property, plant and equipment, inventory and deferred tax liability decreased \$31,970, \$15,287 and \$10,401, respectively, from the preliminary amount reported in the Company's condensed consolidated financial statements as of September 30, 2024. These changes in the allocation of the purchase price did not have a material impact on previously reported earnings. The final allocation of the purchase price to the fair values of the assets acquired and liabilities assumed was:

Cash	\$	5,993
Accounts receivable		2,437
Inventory		15,754
Prepays and other current assets		795
Intangible assets		8,008
Goodwill		65,269
Property, plant and equipment		87,630
Accounts payable		(2,913)
Accrued liabilities		(2,757)
Deferred income tax liability		(1,337)
Total purchase price	\$	<u>178,879</u>

The inventory acquired in the Cronos GrowCo Transaction of \$15,754 includes a step-up to fair value of \$5,605. For the year ended December, 31 2024, the Company recognized \$5,284 of this inventory step-up into cost of sales on the consolidated statements of income (loss) and comprehensive income (loss).

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

The following table presents details of the property, plant and equipment acquired by major category:

	Fair value at date of Cronos GrowCo Transaction
Land	\$ 4,557
Building and leasehold improvements	49,356
Machinery and equipment	21,603
Furniture and fixtures	580
Construction in progress	11,534
Total	<u>\$ 87,630</u>

The following table presents details of the intangible assets acquired:

	Fair value at date of acquisition	Amortization period (in years)
Know-how	\$ 8,008	10
Total	<u>\$ 8,008</u>	

The Company's results of operations for the year ended December, 31 2024, included six months of the operating results of Cronos GrowCo, which was comprised of revenue of \$6,374 and loss before income taxes of \$802. Business combination-related costs of \$701 were incurred in relation to the Cronos GrowCo Transaction for the year ended December, 31 2024, and were reported in general and administrative expenses on the consolidated statements of net income (loss) and comprehensive income (loss).

As a result of the Cronos GrowCo Transaction, the Company recorded goodwill of \$65,269, none of which is deductible for income tax purposes. The goodwill acquired was primarily attributable to the ability to realize synergies, bolster Cronos' supply capabilities and support future growth opportunities from the expansion of Cronos GrowCo's cultivation and processing facilities.

The following table presents unaudited supplemental pro forma results for the year ended December, 31 2024 and 2023, respectively, as if the Cronos GrowCo Transaction had occurred as of January 1, 2023. The unaudited pro forma information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the business combination had taken place at such time. The unaudited pro forma results presented below include adjustments such as amortization of inventory step-up, amortization charges for acquired intangible assets, depreciation adjustments for property, plant and equipment that has been revalued, adjustment of interest expense and interest income resulting from the effective settlement of pre-existing debt financing in connection with the Cronos GrowCo Transaction and adjustments for certain business combination-related charges.

	Year ended December 31,	
	2024	2023
Net revenue	\$ 125,089	\$ 106,700
Gross profit	35,906	18,500
Operating expenses	103,031	101,995
Other income	66,202	49,441
Net income (loss) attributable to Cronos Group	13,582	(44,256)

Material nonrecurring pro forma adjustments directly attributable to the Cronos GrowCo Transactions include the following:

- Acquired inventory fair value step-up of \$5,605 is assumed to be recorded at January 1, 2023. As such, historical amortization of the acquired inventory step-up of \$5,284 recognized in the historical six-month period ended December 31, 2024 was removed from pro forma net income for the year ended December, 31 2024. The entire inventory fair value step-up of \$5,605 was recognized as an incremental product cost in the year ended December 31, 2023.
- Pre-business combination revenues for sales from Cronos GrowCo to the Company of \$21,145 were adjusted out for the year ended December 31, 2023, and \$14,776 of pre-business combination revenues were adjusted out for the year ended December, 31 2024, as these amounts would have been eliminated in consolidation. Company pre-business combination cost of sales of \$17,988 were adjusted out for the year ended December 31, 2023, and \$11,386 of pre-business combination cost of sales were adjusted out for the year ended December 31, 2024, as these amounts would have been eliminated in consolidation.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

- The gain on the revaluation of the equity method investment and loan receivable relating to the Cronos GrowCo Transaction of \$32,469 and \$11,804, respectively, were adjusted out for the year ended December, 31, 2024 and added into the year ended December 31, 2023 as this revaluation is assumed to have occurred on January 1, 2023.

3. Discontinued Operations

In the second quarter of 2023, the Company exited its then-existing U.S. hemp-derived cannabinoid product operations. Accordingly, the net income (loss) for the years ended December, 31, 2023 and 2022 are reported separately as income (loss) from discontinued operations on the consolidated statements of net income (loss) and comprehensive income (loss). There was no activity in discontinued operations for the year ended December, 31, 2024.

The following table presents the major components comprising loss from discontinued operations in the consolidated statements of operations for the years ended December 31, 2023, and 2022:

	Year ended December 31, 2023	Year ended December 31, 2022
Net revenue	\$ 1,029	\$ 5,155
Cost of sales	2,164	8,622
Inventory write-down ⁽ⁱ⁾	839	—
Gross profit	(1,974)	(3,467)
Operating expenses		
Sales and marketing	578	4,236
Research and development	32	250
General and administrative	668	3,504
Restructuring costs	523	1,788
Share-based compensation	13	107
Depreciation and amortization	13	58
Impairment loss on goodwill and indefinite-lived intangible assets	—	—
Impairment loss on long-lived assets ⁽ⁱⁱ⁾	205	—
Total operating expenses	2,032	9,943
Interest income	10	23
Other, net ⁽ⁱⁱⁱ⁾	(118)	(169)
Total other loss	(108)	(146)
Loss before income taxes	(4,114)	(13,556)
Income tax expense (benefit)	—	—
Net loss from discontinued operations	(4,114)	(13,556)

⁽ⁱ⁾ For the year ended December 31, 2023, Inventory write-down relates to the disposal of obsolete inventory as a result of the exit of the U.S. operations.

⁽ⁱⁱ⁾ During the year ended December 31, 2023, as a result of the exit of the U.S. operations, the Company recognized an impairment charge of \$205 related to the right-of-use lease assets associated with the Company's former U.S. manufacturing facility in Los Angeles, California.

⁽ⁱⁱⁱ⁾ For the years ended December 31, 2023 and December 31, 2022, other, net related to loss on disposal of assets that were part of the U.S. operations.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

The following tables present the Company's discontinued operations revenue by major product category:

	2023	2022
Cannabis extracts	1,029	5,155
Net revenue	\$ 1,029	\$ 5,155

The following tables summarize the Company's discontinued operations restructuring activity for the years ended December 31, 2023 and 2022:

	Accrual as of December 31, 2022	Expenses	Payments/Write-offs	Accrual as of December 31, 2023
Employee Termination Benefits	\$ —	\$ 431	\$ (431)	\$ —
Other Restructuring Costs	—	92	(92)	—
Total	\$ —	\$ 523	\$ (523)	\$ —

	Accrual as of December 31, 2021	Expenses	Payments/Write-offs	Accrual as of December 31, 2022
Employee Termination Benefits	\$ —	\$ 1,788	\$ (1,788)	\$ —
Total	\$ —	\$ 1,788	\$ (1,788)	\$ —

As of December 31, 2023, there were no remaining assets or liabilities attributable to the Company's discontinued operations.

For the years ended December 31, 2023 and 2022, purchases of property plant and equipment related to discontinued operations were \$67 and \$183, respectively.

The following table presents information related to leases associated with the Company's U.S. discontinued operations. As of December 31, 2024 and December 31, 2023, the Company had no right-of-use assets or lease obligations associated with its U.S. discontinued operations. For the years ended December 31, 2023 and 2022, the aggregate depreciation expense on right-of-use assets associated with the Company's U.S. discontinued operations was \$198 and \$865, respectively, and was included in loss from discontinued operations on the consolidated statements of net income (loss) and comprehensive income (loss).

	2023	2022
Lease cost		
Operating lease cost	\$ 213	\$ 1,102
Short-term lease cost	—	—
Total lease cost	\$ 213	\$ 1,102
Supplemental cash flow and other information		
Operating cash flows - cash paid for operating lease obligations	\$ 525	\$ 1,050
Non-cash activity - right-of-use assets obtained in exchange for lease obligations	—	443
Weighted-average remaining lease term (years) – operating leases	0.0	1.0
Weighted-average discount rate – operating leases	— %	5.62 %

4. Inventory, net

Inventory, net is comprised of the following items:

	As of December 31,	
	2024	2023
Raw materials	\$ 5,400	\$ 4,795
Work-in-progress	14,350	10,593
Finished goods	13,248	14,819
Supplies and consumables	151	288
Total	\$ 33,149	\$ 30,495

As a result of the Cronos GrowCo Transaction, the Company recorded a step-up to Cronos GrowCo’s existing inventory of \$5,605 to bring the inventory balance acquired by the Company to its fair value. For the year December 31, 2024, the Company recognized \$5,284 of this inventory step-up into cost of sales on the consolidated statements of income (loss) and comprehensive income (loss). See Note 2 “*Business Combination*” for more information.

5. Investments

(a) Variable interest entities and investments in equity method investments, net

CLS

The Company holds a variable interest in Cannasoul Lab Services Ltd. (“CLS”). CLS is a wholly owned subsidiary of Cannasoul Analytics Ltd., incorporated with the purpose of establishing a commercial cannabis analytical testing laboratory located on the premises of Cronos Israel (the “Cannasoul Collaboration”). Cronos Israel agreed to advance up to ILS 8,297 (\$2,664) by a non-recourse loan (the “Cannasoul Collaboration Loan”) to CLS over a period of two years from April 1, 2020 for the capital and operating expenditures of the laboratory. The loan bears interest at 3.5% annually. Cronos Israel will receive 70% of the profits of the laboratory until such time as it has recovered 150% of the amounts advanced to CLS, after which time it will receive 50% of the laboratory profits. As a result, the Company is exposed to economic variability from CLS’s performance. The Company does not consolidate CLS as it does not have the power to direct the activities that most significantly impact the entity’s economic performance; thus, the Company is not considered the primary beneficiary of the entity. The carrying amount of the non-recourse loan is recorded under loans receivable and the full loan amount, ILS 8,297, represents the Company’s maximum potential exposure to losses through the Cannasoul Collaboration. See Note 6 “*Loans Receivable, net*” for further information regarding loans receivable.

Cronos GrowCo

As a result of the Cronos GrowCo Transaction, the existing equity method investment in Cronos GrowCo was remeasured at its fair value on July 1, 2024. For the year ended December 31, 2024, we recorded a gain of \$32,469 on the consolidated statements of net income (loss) and comprehensive income (loss) from remeasuring our equity method investment in Cronos GrowCo. See Note 2 “*Business Combination*” for further information regarding the Cronos GrowCo Transaction.

A reconciliation of the carrying amount of the investments in equity method investments, net is as follows:

	Ownership interest	As of December 31,	
		2024	2023
Cronos GrowCo ⁽ⁱ⁾	50%	\$ —	\$ 19,488

⁽ⁱ⁾ The Company obtained control of Cronos GrowCo on July 1, 2024, and, as a result, the investment in Cronos GrowCo is now accounted for as an intercompany transaction and eliminated upon consolidation from the business combination date onwards.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

The following is a summary of the Company's share of net income (losses) from equity investments accounted for under the equity method of accounting:

	Year ended December 31,		
	2024	2023	2022
Cronos GrowCo ⁽ⁱ⁾	2,365	1,583	3,114
	\$ 2,365	\$ 1,583	\$ 3,114

⁽ⁱ⁾ The Company obtained control of Cronos GrowCo on July 1, 2024, and, as a result, the investment in Cronos GrowCo is now accounted for as an intercompany transaction and eliminated upon consolidation from the business combination date onwards.

The following is a summary of financial information for the Company's equity method investments:

	As of December 31,		
	2024	2023	2022
Current assets	\$ —	\$ 19,600	\$ 21,158
Non-current assets	—	99,227	104,227
Current liabilities	—	9,707	5,593
Non-current liabilities	—	64,814	73,779

	Year ended December 31,		
	2024	2023	2022
Revenue	\$ 22,191	\$ 40,604	\$ 39,110
Gross profit	10,529	21,565	24,379
Net income	3,514	3,051	6,569

The following is a summary of the maximum exposure to loss from the Company's investments in equity method investments as of December 31, 2023:

	Ownership interest	Other Net Assets (Liabilities)	Maximum Exposure to Loss
Cronos GrowCo	50%	\$ 44,306	\$ 19,488
Balance as of December 31, 2023		\$ 44,306	\$ 19,488

The Company's maximum exposure to loss is equal to the carrying amount of the investment.

(b) Other investments

Other investments consist of investments in common shares and options of two companies in the cannabis industry.

PharmaCann Option

On June 14, 2021, the Company purchased an option (the "PharmaCann Option") to acquire 473,787 shares of Class A Common Stock of PharmaCann, Inc. ("PharmaCann"), a vertically integrated cannabis company in the United States, at an exercise price of \$0.0001 per share, representing approximately 10.5% of PharmaCann's issued and outstanding capital stock on a fully diluted basis as of the date of the PharmaCann Option, for an aggregate purchase price of approximately \$110,392. The option exercise will be based upon various factors, including the status of U.S. federal cannabis legalization, as well as regulatory approvals, including in the states where PharmaCann operates that may be required upon exercise. The Company has deemed its influence in PharmaCann to be non-significant. The PharmaCann Option is classified as an investment in an equity security without a readily determinable fair value. The Company measures the PharmaCann Option at cost less accumulated impairment charges, if any, and subsequently adjusted for observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The PharmaCann Option is reported as Other investments on the consolidated balance sheet for the periods ended December 31, 2024 and 2023.

[Table of Contents](#)

On February 28, 2022, PharmaCann closed its previously announced transaction with LivWell Holdings, Inc. (“LivWell”) pursuant to which PharmaCann acquired LivWell (the “LivWell Transaction”). As a result of the LivWell Transaction, the Company’s ownership percentage in PharmaCann on a fully diluted basis decreased to approximately 6.4%. As of December 31, 2024 and 2023, based on updated information provided by PharmaCann in the fourth quarter, the Company’s ownership percentage in PharmaCann on a fully diluted basis was approximately 5.8% and 5.9%, respectively. Under the terms of the Company’s investment in PharmaCann, the Company’s rights to nominate an observer or a director to the PharmaCann board of directors could be lost if the Company’s ownership drops below 6% on a fully diluted basis and it sells or transfer all or any portion of the option (subject to certain exceptions). The decrease in the Company’s ownership percentage since acquisition does not materially affect the Company’s rights under the PharmaCann Option.

During the first, third and fourth quarters of 2022, the Company identified adverse forecast changes in the financial performance of PharmaCann as indicators of impairment related to the PharmaCann Option and conducted analyses comparing the PharmaCann Option’s carrying amount to its estimated fair value. The fair value was estimated using a combination of the income approach and the market approach. Under the income approach, significant inputs used in the discounted cash flow method include discount rate, growth rates, cash flow projections, and the expectation of federal rescheduling and individual state legalization of cannabis in the U.S. Under the market valuation approach, the key assumptions are the selected multiples and the discount for lack of marketability. As a result of these analyses, the Company recorded non-cash impairment charges of \$11,238, \$28,972 and \$21,182 in the first, third and fourth quarters of 2022, respectively, as the difference between the carrying amount of the PharmaCann Option and its estimated fair value, in the consolidated statements of net income (loss) and comprehensive income (loss).

During the fourth quarter of 2023, the Company identified adverse forecast changes in the financial performance of PharmaCann as an indicator of impairment related to the PharmaCann Option and conducted an analysis comparing the PharmaCann Option’s carrying amount to its estimated fair value. The fair value was estimated using a combination of the income approach and the market approach. Under the income approach, significant inputs used in the discounted cash flow method include discount rate, growth rates, cash flow projections, and the expectation of federal rescheduling and individual state legalization of cannabis in the U.S. Under the market valuation approach, the key assumptions are the selected multiples and the discount for lack of marketability. As a result of this analysis, the Company recorded a non-cash impairment charge of \$23,350 in the fourth quarter of 2023 as the difference between the carrying amount of the PharmaCann Option and its estimated fair value, in the consolidated statements of net income (loss) and comprehensive income (loss) for the year ended December 31, 2023.

During the first and second quarters of 2024, the Company identified adverse forecast changes in the financial performance of PharmaCann as indicators of impairment related to the PharmaCann Option and conducted analyses comparing the PharmaCann Option’s carrying amount to its estimated fair value. The fair value was estimated using the market approach. Under the market approach, the key assumptions are the selected multiples and the discount for lack of marketability. As a result of these analyses, the Company recorded non-cash impairment charges of \$12,734 and \$12,916 in the first and second quarters of 2024, respectively, as the difference between the carrying amount of the PharmaCann Option and its estimated fair value, in the consolidated statements of net income (loss) and comprehensive income (loss) for the year ended December 31, 2024. As a result of the impairment charge recorded in the second quarter of 2024, the net book value of the PharmaCann Option was reduced to zero.

Vitura (formerly known as Cronos Australia)

The Company accounts for its investment in Vitura using the fair value method of accounting, with unrealized holding gains and losses included in net income (loss) on the consolidated statements of net income (loss) and comprehensive income (loss). The Company recorded a loss on revaluation of other investments of \$6,206 for the year ended December 31, 2024, and a loss on revaluation of other investments of \$12,096 for the year ended December 31, 2023, included in the loss on revaluation of financial instruments on the statements of net income (loss) and comprehensive income (loss). The Company’s investment in Vitura was \$2,813 and \$9,601 as of December 31, 2024 and 2023, respectively, and is included in other investments on the consolidated balance sheets. On February 12, 2025, Vitura issued 74,814,757 shares. This issuance diluted the Company’s ownership to approximately 8.4%.

The following table summarizes the Company's other investments activity:

	As of December 31, 2023	Unrealized loss	Impairment charges	Foreign exchange effect	As of December 31, 2024
PharmaCann	\$ 25,650	\$ —	\$ (25,650)	\$ —	\$ —
Vitura	9,601	(6,206)	—	(582)	2,813
	<u>\$ 35,251</u>	<u>\$ (6,206)</u>	<u>\$ (25,650)</u>	<u>\$ (582)</u>	<u>\$ 2,813</u>

	As of December 31, 2022	Unrealized loss	Impairment charges	Foreign exchange effect	As of December 31, 2023
PharmaCann	\$ 49,000	\$ —	\$ (23,350)	\$ —	\$ 25,650
Vitura	21,993	(12,096)	—	(296)	9,601
	<u>\$ 70,993</u>	<u>\$ (12,096)</u>	<u>\$ (23,350)</u>	<u>\$ (296)</u>	<u>\$ 35,251</u>

6. Loans Receivable, net

Loans receivable, net consists of the following:

	As of December 31,	
	2024	2023
GrowCo Credit Facility ⁽ⁱ⁾	\$ —	\$ 5,034
Add: Current portion of Mucci Promissory Note accrued interest	618	507
Total current portion of loans receivable	<u>618</u>	<u>5,541</u>
GrowCo Credit Facility ⁽ⁱ⁾	—	53,638
Mucci Promissory Note	13,464	13,379
Cannasoul Collaboration Loan	1,736	1,771
Add: Long-term portion of accrued interest	326	248
Total long-term portion of loans receivable	<u>15,526</u>	<u>69,036</u>
Total loans receivable ⁽ⁱ⁾	<u>\$ 16,144</u>	<u>\$ 74,577</u>

⁽ⁱ⁾ The Company obtained control of Cronos GrowCo on July 1, 2024, and, as a result, the loans receivable from Cronos GrowCo are now accounted for as intercompany transactions and eliminated upon consolidation from the business combination date onwards.

Cronos GrowCo Credit Facility

On August 23, 2019, the Company, as lender, and Cronos GrowCo, as borrower, entered into a senior secured credit agreement for an aggregate principal amount of C\$100,000 (the "GrowCo Credit Facility"). The GrowCo Credit Facility is secured by substantially all present and after-acquired personal and real property of Cronos GrowCo. In August 2021, the GrowCo Credit Facility was amended to increase the aggregate principal amount available to C\$105,000.

In June 2024, the GrowCo Credit Facility was amended to increase the aggregate principal amount available by C\$70,000 by providing a second secured non-revolving credit facility ("Term Loan B"). The funds from Term Loan B will be used to expand Cronos GrowCo's purpose-built cannabis facility and Term Loan B will mature 10 years after the commencement of sales from the Phase 2 Expansion Area. Principal will be repaid under Term Loan B on a quarterly basis after the commencement of sales from the Phase 2 Expansion Area. Interest on Term Loan B is payable on a quarterly basis until maturity beginning after the first borrowing under Term Loan B. Prior to July 1, 2024, only C\$12,000 of the C\$70,000 increased principal availability could be drawn, which Cronos GrowCo drew in full on June 20, 2024.

As of June 30, 2024 and December 31, 2023, Cronos GrowCo had drawn C\$116,000 and C\$104,000 (\$84,833 and \$78,532, respectively), respectively from the GrowCo Credit Facility. For the six months ended June 30, 2024, Cronos GrowCo repaid C\$3,333 (\$2,447) in principal and C\$3,862 (\$2,835) in interest related to the GrowCo Credit Facility. As of June 30, 2024, Cronos GrowCo had repaid an aggregate C\$14,833 (\$10,848) and C\$24,384 (\$17,832) in principal and interest, respectively, under the terms of the GrowCo Credit Facility.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

As a result of the Cronos GrowCo Transaction on July 1, 2024, the existing loans receivable under the GrowCo Credit Facility were remeasured at their fair value and effectively settled. We recorded a gain of \$11,804 to revaluation gain on loans receivable on the consolidated statements of net income (loss) and comprehensive income (loss) for the year ended December 31, 2024, from remeasuring our outstanding loans receivable with Cronos GrowCo. See Note 2 “*Business Combination*” for further information regarding the Cronos GrowCo Transaction.

Mucci Promissory Note

On June 28, 2019, the Company entered into a promissory note receivable agreement (the “Mucci Promissory Note”) for C\$16,350 (approximately \$11,393) with 2645485 Ontario Inc. (“Mucci”). The Mucci Promissory Note is secured by a general security agreement covering all the assets of Mucci. On September 30, 2022, the Mucci Promissory Note was amended and restated to increase the interest rate from 3.95% to the Canadian Prime Rate plus 1.25%, change the interest payments from quarterly to annual, and defer Mucci’s initial cash interest payment from September 30, 2022 to July 1, 2023. On June 20, 2024, the Mucci Promissory Note was amended and restated. As a result, interest accrued on the Mucci Promissory Note between July 1, 2023 and July 1, 2024 was capitalized as part of the principal balance. As of July 1, 2024, interest is accrued and to be paid in cash beginning on July 1, 2025.

Prior to July 1, 2022, interest accrued on the Mucci Promissory Note was capitalized as part of the principal balance. As of July 1, 2022, interest was accrued and to be paid in cash beginning on July 1, 2023. Prior to 2023, there were no repayments of principal or interest on the Mucci Promissory Note. For the year ended December 31, 2023, Mucci repaid C\$563 (\$425) in principal and C\$1,187 (\$897) in interest related to the Mucci Promissory Note which had accrued between July 1, 2022 and July 1, 2023.

Cannasoul Collaboration Loan

As of both December 31, 2024 and 2023, CLS has received ILS 8,297 (approximately \$2,272 and \$2,294, respectively), from the Cannasoul Collaboration Loan. See Note 5 “*Investments*” for further information regarding the Cannasoul Collaboration Loan.

Expected credit loss allowances on the Company’s long-term financial assets were comprised of the following items:

	As of December 31, 2023	Increase (decrease) ⁽ⁱ⁾	Foreign exchange effect	As of December 31, 2024
GrowCo Credit Facility ⁽ⁱⁱ⁾	\$ 11,176	\$ (10,794)	\$ (382)	\$ —
Mucci Promissory Note	89	6	(7)	88
Cannasoul Collaboration Loan	524	16	(5)	535
	<u>\$ 11,789</u>	<u>\$ (10,772)</u>	<u>\$ (394)</u>	<u>\$ 623</u>
	As of December 31, 2022	Increase (decrease) ⁽ⁱ⁾	Foreign exchange effect	As of December 31, 2023
GrowCo Credit Facility	\$ 12,455	\$ (1,542)	\$ 263	\$ 11,176
Mucci Promissory Note	89	(2)	2	89
Cannasoul Collaboration Loan	522	16	(14)	524
	<u>\$ 13,066</u>	<u>\$ (1,528)</u>	<u>\$ 251</u>	<u>\$ 11,789</u>

⁽ⁱ⁾ During the years ended December 31, 2024 and 2023, \$1,032 and \$(1,528), respectively, were recorded to general and administrative expenses on the consolidated statements of net income (loss) and comprehensive income (loss) as a result of adjustments to our expected credit losses. During the year ended December 31, 2024, \$11,804 was recorded as a gain on revaluation of loans receivable on the consolidated statements of net income (loss) and comprehensive income (loss) from remeasuring our outstanding loans receivable with Cronos GrowCo as a result of the Cronos GrowCo Transaction.

⁽ⁱⁱ⁾ The Company obtained control of Cronos GrowCo on July 1, 2024, and, as a result, the loans receivable from Cronos GrowCo are now accounted for as intercompany transactions and eliminated upon consolidation from the business combination date onwards.

7. Property, Plant and Equipment, net

Property, plant and equipment, net consisted of the following:

	As of December 31,	
	2024	2023
Cost		
Land	\$ 6,389	\$ 2,764
Building and leasehold improvements	192,059	168,498
Machinery and equipment	36,741	21,322
Furniture and fixtures	2,687	3,385
Construction in progress	28,710	3,269
Less: accumulated depreciation	(29,798)	(30,707)
Less: accumulated impairment charges	(103,599)	(109,063)
Property, Plant and Equipment, net	<u>\$ 133,189</u>	<u>\$ 59,468</u>

For the years ended December 31, 2024, 2023 and 2022, depreciation expense on property, plant and equipment was \$5,506, \$3,913 and \$8,667, respectively, and was included in cost of sales as well as depreciation and amortization in operating expenses on the consolidated statements of net income (loss) and comprehensive income (loss).

The following table presents details of the property, plant and equipment acquired on July 1, 2024, as a result of the Cronos GrowCo Transaction by major category:

	Fair value at date of Cronos GrowCo Transaction
Land	\$ 4,557
Building and leasehold improvements	49,356
Machinery and equipment	21,603
Furniture and fixtures	580
Construction in progress	11,534
Total	<u>\$ 87,630</u>

See Note 2 “*Business Combination*” for more information regarding the Cronos GrowCo Transaction.

Impairment of Long-lived Assets

During the first quarter of 2024, the Company ceased operations at the Cronos Fermentation Facility and performed an assessment under ASC 360 of the recoverability of the carrying value of the assets of Thanos Holdings Ltd., known as Cronos Fermentation (“Cronos Fermentation”), and determined the carrying value of the assets was not fully recoverable. The fair value was estimated using a combination of the market and income approaches. As a result of this analysis, an impairment loss on long-lived assets of \$1,631 was recorded to the consolidated statements of net income (loss) and comprehensive income (loss) for the year ended December 31, 2024.

During the third quarter of 2023, as a result of the Company’s decision to wind down the operations at Cronos Fermentation, the Company performed an assessment of the recovery of the carrying value of the Canada asset group and determined the carrying value of the asset group was recoverable.

During the first quarter of 2022, the Company recognized an impairment charge of \$1,507 related to leasehold improvements and other office equipment that it planned to include in any potential sublease agreement of the Company’s corporate headquarters in Toronto, Ontario, Canada. The determination to seek a sublease of the property and include leasehold improvements and other office equipment in any potential sublease agreement triggered the impairment charges. The impairment charge was recognized as impairment loss on long-lived assets on the consolidated statements of net income (loss) and comprehensive income (loss).

Held-for-sale Assessments

As of December 31, 2024, the Company classified certain assets as held for sale, in accordance with ASC 360, Property, Plant and Equipment. These assets primarily include buildings and machinery and equipment related to production at Cronos Fermentation. The decision to classify these assets as held-for-sale reflects management's determination to sell the assets. The assets are measured at their fair value less costs to sell of \$8,112. See Note 18 "Restructuring" for more information.

8. Goodwill and Intangible Assets, net

(a) Goodwill

Goodwill is comprised of the following items:

	As of December 31, 2024		
	Cost	Accumulated impairment charges	Net
Peace Naturals	\$ 976	\$ —	\$ 976
Cronos GrowCo	62,477	—	62,477
	<u>\$ 63,453</u>	<u>\$ —</u>	<u>\$ 63,453</u>
	As of December 31, 2023		
	Cost	Accumulated impairment charges	Net
Peace Naturals	\$ 1,057	\$ —	\$ 1,057
	<u>\$ 1,057</u>	<u>\$ —</u>	<u>\$ 1,057</u>

(b) Intangible assets, net

In the fourth quarter of 2023, the Company determined that it had no current plans to utilize the intellectual property associated with one of its exclusive licenses with Ginkgo and, therefore, recognized \$3,366 in impairment charges on the consolidated statements of net income (loss) and comprehensive income (loss) for the year ended December 31, 2023.

In the third quarter of 2024, the Company determined that it was no longer utilizing and had no current plans to utilize the intellectual property associated with its other exclusive licenses with Ginkgo. As a result, the remaining net book value of \$14,258 was impaired and recorded to impairment loss on long-lived assets on the consolidated statements of income (loss) and comprehensive income (loss) in the year ended December 31, 2024.

Intangible assets, net are comprised of the following items:

	As of December 31, 2024			
	Cost	Accumulated amortization	Accumulated impairment charges	Net
Software	\$ 6,988	\$ (4,646)	\$ (72)	\$ 2,270
Health Canada licenses	7,810	(1,673)	(6,137)	—
Ginkgo exclusive licenses	26,139	(5,329)	(20,810)	—
Israeli codes ⁽ⁱ⁾	281	(76)	—	205
Know-how ⁽ⁱⁱ⁾	7,665	(383)	—	7,282
Total definite-lived intangible assets	48,883	(12,107)	(27,019)	9,757
Lord Jones® brand	64,000	—	(62,500)	1,500
Trademarks	142	—	(142)	—
Total intangible assets	<u>\$ 113,025</u>	<u>\$ (12,107)</u>	<u>\$ (89,661)</u>	<u>\$ 11,257</u>

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

	December 31, 2023			
	Cost	Accumulated amortization	Accumulated impairment charges	Net
Software	\$ 6,860	\$ (3,508)	\$ (78)	\$ 3,274
Health Canada licenses	8,463	(1,813)	(6,650)	—
Ginkgo exclusive licenses	28,326	(4,276)	(7,968)	16,082
Israeli codes ⁽ⁱ⁾	284	(62)	—	222
Total definite-lived intangible assets	43,933	(9,659)	(14,696)	19,578
Lord Jones® brand	64,000	—	(62,500)	1,500
Trademarks	142	—	(142)	—
Total intangible assets	\$ 108,075	\$ (9,659)	\$ (77,338)	\$ 21,078

⁽ⁱ⁾ The Israeli codes were transferred by non-controlling interests to Cronos Israel in exchange for their equity interests in the Cronos Israel entities.

⁽ⁱⁱ⁾ Know-how was acquired as part of the Cronos GrowCo Transaction. See Note 2 “*Business Combination*” for more information. Amortization costs associated with the know-how intangible asset are recorded to cost of sales on the consolidated statements of net income (loss) and comprehensive income (loss).

The estimated future amortization of definite-lived intangible assets is as follows:

	As of December 31, 2024
2025	\$ 2,125
2026	1,479
2027	974
2028	800
2029	795
Thereafter	3,584
	<u>\$ 9,757</u>

Impairment of Intangible Assets

Accumulated impairment charges on intangible assets, net consist of:

	As of December 31, 2023	Impairment charges	Foreign exchange effect	As of December 31, 2024
Software	\$ (78)	\$ —	\$ 6	\$ (72)
Health Canada licenses	(6,650)	—	513	(6,137)
Ginkgo exclusive licenses	(7,968)	(14,258)	1,416	(20,810)
Lord Jones® brand	(62,500)	—	—	(62,500)
Trademarks	(142)	—	—	(142)
	<u>\$ (77,338)</u>	<u>\$ (14,258)</u>	<u>\$ 1,935</u>	<u>\$ (89,661)</u>

	As of December 31, 2022	Impairment charges	Foreign exchange effect	As of December 31, 2023
Software	\$ (76)	\$ —	\$ (2)	\$ (78)
Health Canada licenses	(6,498)	—	(152)	(6,650)
Ginkgo exclusive licenses	(4,434)	(3,366)	(168)	(7,968)
Lord Jones® brand	(62,500)	—	—	(62,500)
Trademarks	(142)	—	—	(142)
	<u>\$ (73,650)</u>	<u>\$ (3,366)</u>	<u>\$ (322)</u>	<u>\$ (77,338)</u>

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

	As of December 31, 2021	Impairment charges	Foreign exchange effect	As of December 31, 2022
Software	\$ (4)	\$ (76)	\$ 4	\$ (76)
Health Canada licenses	(6,910)	—	412	(6,498)
Ginkgo exclusive licenses	(4,752)	—	318	(4,434)
Lord Jones® brand	(62,500)	—	—	(62,500)
Trademarks	(142)	—	—	(142)
	<u>\$ (74,308)</u>	<u>\$ (76)</u>	<u>\$ 734</u>	<u>\$ (73,650)</u>

9. Leases

The Company has entered into leases primarily for the land-use rights, office and research premises and equipment used in the production of cannabis and other related products. The Company's leases have terms that range from 19 months to six years, excluding land use rights, which generally extend to 15 years. These leases often include options to extend the term of the lease for up to 10 years. When it is reasonably certain that the option will be exercised, the impact of the option is included in the lease term for purposes of determining total future lease payments.

Operating leases greater than one year are included in right-of-use assets and operating lease liabilities. Finance leases are included in property, plant and equipment on the Company's consolidated balance sheet. The Company's finance leases were not material for any of the periods presented.

	As of December 31,		
	2024	2023	2022
Lease cost			
Operating lease cost	\$ 613	\$ 685	\$ 1,107
Short-term lease cost	—	—	—
Total lease cost	<u>\$ 613</u>	<u>\$ 685</u>	<u>\$ 1,107</u>
Supplemental cash flow and other information			
Operating cash flows - cash paid for operating lease obligations	\$ 1,137	\$ 1,124	\$ 1,441
Non-cash activity - right-of-use assets obtained in exchange for lease obligations	566	—	—
Weighted-average remaining lease term (years) – operating leases	3.6	3.6	4.3
Weighted-average discount rate – operating leases	7.71 %	7.62 %	7.39 %

For the years ended December 31, 2024, 2023 and 2022, the aggregate depreciation expense on right-of-use assets was \$486, \$455 and \$839, respectively, and was included in general and administrative expenses on the consolidated statements of net income (loss) and comprehensive income (loss).

During the year ended December 31, 2022, the Company recognized an impairment charge of \$1,986 related to the right-of-use lease asset associated with the Company's corporate headquarters in Toronto, Ontario, Canada, for which the Company determined it would seek a sublease.

The following is a summary of the Company's future minimum lease payments under operating leases for its premises due in future fiscal years:

	As of December 31, 2024
2025	\$ 1,146
2026	382
2027	229
2028	229
2029	96
Thereafter	319
Total lease payments	2,401
Less: imputed interest	(383)
Present value of lease liabilities	\$ 2,018

In addition to the minimum lease payments, the Company is required to pay realty taxes and other occupancy costs in accordance with the terms of the lease agreements.

10. Derivative Liabilities

On March 8, 2019, the Company closed the previously announced investment in the Company (the "Altria Investment") by Altria Group, Inc. ("Altria"), pursuant to a subscription agreement dated December 7, 2018. As of the closing date of the Altria Investment, the Altria Investment consisted of 149,831,154 common shares of the Company and one warrant of the Company (the "Altria Warrant"), issued to a wholly owned subsidiary of Altria. As of the closing date of the Altria Investment, Altria beneficially held an approximate 45% ownership interest in the Company (calculated on a non-diluted basis). On December 16, 2022, Altria notified the Company that it was irrevocably relinquishing all of its rights, title and interest in the Altria Warrant, effective immediately. As a result, the Company's liability associated with the Altria Warrant was reduced to nil, with the change recorded to gain on revaluation of derivative liabilities for the year ended December 31, 2022.

Pursuant to the investor rights agreement between the Company and Altria, entered into in connection with the closing of the Altria Investment (the "Investor Rights Agreement"), the Company granted Altria certain rights, among others, summarized in this note.

The summaries below are qualified entirely by the terms and conditions fully set out in the Investor Rights Agreement and the Altria Warrant, as applicable.

- a. The Company granted to Altria, subject to certain qualifications and limitations, upon the occurrence of certain issuances of common shares of the Company executed by the Company (including issuances pursuant to the research and development ("R&D") partnership with Ginkgo, the right to purchase up to such number of common shares of the Company in order to maintain their ownership percentage of issued and outstanding common shares of the Company immediately preceding any issuance of shares by the Company ("Pre-emptive Rights"), at the same price per common share of the Company at which the common shares are sold in the relevant issuance; provided that if the consideration paid in connection with any such issuance is non-cash, the price per common share of the Company that would have been received had such common shares been issued for cash consideration will be determined by an independent committee (acting reasonably and in good faith); provided further that the price per common share of the Company to be paid by Altria pursuant to its exercise of its Pre-emptive Rights related to the Ginkgo Collaboration Agreement will be C\$16.25 per common share. These rights may not be exercised if Altria's ownership percentage of the issued and outstanding shares of the Company falls below 20%.
- b. In addition to (and without duplication of) the Pre-emptive Rights, the Company granted to Altria, subject to certain qualifications and limitations, the right to subscribe for common shares of the Company issuable in connection with the exercise, conversion or exchange of convertible securities of the Company issued prior to March 8, 2019 or thereafter (excluding any convertible securities of the Company owned by Altria or any of its subsidiaries), a share incentive plan of the Company, the exercise of any right granted by the Company pro rata to all shareholders of the Company to purchase additional common shares and/or securities of the Company, bona fide bank debt, equipment financing or non-equity interim financing transactions that contemplate an equity component or bona fide acquisitions (including acquisitions of assets or rights under a license or otherwise), mergers or similar business combination transactions or joint ventures involving the Company in order to maintain their ownership percentage of issued and outstanding common shares of the Company immediately preceding any such transactions ("Top-up Rights").

[Table of Contents](#)

The price per common share to be paid by Altria pursuant to the exercise of its Top-up Rights will be, subject to certain limited exceptions, the 10-day volume-weighted average price of the common shares of the Company on the TSX for the 10 full days preceding such exercise by Altria; provided that the price per common share of the Company to be paid by Altria pursuant to the exercise of its Top-up Rights in connection with the issuance of common shares of the Company pursuant to the exercise of options or warrants that were outstanding as of March 8, 2019 will be C\$16.25 per common share without any set off, counterclaim, deduction, or withholding. These rights may not be exercised if Altria's ownership percentage of the issued and outstanding shares of the Company falls below 20%. The Altria Warrant, Pre-emptive Rights, and fixed price Top-up Rights have been classified as derivative liabilities on the Company's consolidated balance sheet.

As of December 31, 2024, Altria beneficially held 156,573,537 of the Company's common shares, an approximate 40.9% ownership interest in the Company (calculated on a non-diluted basis).

Reconciliations of the carrying amounts of the derivative liability are presented below:

	As of December 31, 2023	Loss (gain) on revaluation	Foreign exchange effect	As of December 31, 2024
Pre-emptive Rights	102	(49)	(13)	40
Top-up Rights	—	—	—	—
	<u>\$ 102</u>	<u>\$ (49)</u>	<u>\$ (13)</u>	<u>\$ 40</u>
	As of December 31, 2022	Gain on revaluation	Foreign exchange effect	As of December 31, 2023
Pre-emptive Rights	—	100	2	102
Top-up Rights	15	(15)	—	—
	<u>\$ 15</u>	<u>\$ 85</u>	<u>\$ 2</u>	<u>\$ 102</u>

Fluctuations in the expected life of the derivative instruments and the Company's share price are primary drivers for the changes in the derivative valuations during each reporting period. As the period of time the derivative liability is expected to be outstanding decreases and the share price decreases, the fair value typically decreases for each related derivative instrument. Weighted-average expected life and share price are two of the significant observable inputs used in the fair value measurement of each of the Company's derivative instruments.

The fair values of the derivative liabilities were determined using the Black-Scholes pricing model using the following inputs:

	As of December 31, 2024	
	Pre-emptive Rights	Top-up Rights
Share price at valuation date (per share in C\$)	\$2.89	\$2.89
Subscription price (per share in C\$)	\$16.25	\$16.25
Weighted average risk-free interest rate ⁽ⁱ⁾	2.89%	3.01%
Weighted average expected life (in years) ⁽ⁱⁱ⁾	2.00	0.75
Expected annualized volatility ⁽ⁱⁱⁱ⁾	49%	48%
Expected dividend yield	—%	—%
	As of December 31, 2023	
	Pre-emptive Rights	Top-up Rights
Share price at valuation date (per share in C\$)	\$2.77	\$2.77
Subscription price (per share in C\$)	\$16.25	\$16.25
Weighted average risk-free interest rate ⁽ⁱ⁾	3.99%	4.76%
Weighted average expected life (in years) ⁽ⁱⁱ⁾	1.75	0.60
Expected annualized volatility ⁽ⁱⁱⁱ⁾	60%	58%
Expected dividend yield	—%	—%

⁽ⁱ⁾ The risk-free interest rate was based on Bank of Canada government treasury bills and bonds with a remaining term equal to the expected life of the derivative liabilities. As of December 31, 2024 and December 31, 2023, the risk-free interest rate uses a range of approximately 2.89% to 3.01% and 3.99% to 4.82%, respectively, for the Pre-emptive Rights and Top-up Rights.

⁽ⁱⁱ⁾ The expected life represents the period of time, in years, that the derivative liabilities are expected to be outstanding. The expected life of the Pre-emptive Rights and Top-up Rights is determined based on the expected term of the underlying options, warrants, and shares, to which the Pre-emptive Rights and Top-

up Rights are linked. As of December 31, 2024 and December 31, 2023, the expected life uses a range of approximately 0.75 years to 2.00 years and 0.50 years to 1.75 years, respectively.

(iii) Volatility was based on an equally weighted blended historical and implied volatility level of the underlying equity securities of the Company.

11. Share-based Compensation

(a) Share-based award plans

The Company has granted stock options, RSUs and DSUs to employees and non-employee directors under the Stock Option Plan dated May 26, 2015 (the “2015 Stock Option Plan”), the 2018 Stock Option Plan dated June 28, 2018 (the “2018 Stock Option Plan” and, together with the 2015 Stock Option Plan, the “Prior Option Plans”), the Employment Inducement Award Plan #1 (the “Employment Inducement Award Plan”), the 2020 Omnibus Equity Incentive Plan dated March 29, 2020 (the “2020 Omnibus Plan”) and the DSU plan dated August 10, 2019 (the “DSU Plan”). The Company can no longer make grants under the Prior Option Plans or the Employment Inducement Award Plan.

The following table summarizes the total share-based compensation associated with the Company’s stock options and RSUs:

	Year ended December 31,		
	2024	2023	2022
Stock options	\$ 134	\$ 1,175	\$ 6,778
RSUs	8,566	7,581	7,633
Liability-classified awards ⁽ⁱ⁾	—	—	597
Total share-based compensation	<u>\$ 8,700</u>	<u>\$ 8,756</u>	<u>\$ 15,008</u>

⁽ⁱ⁾ Represents share-based compensation awards conditionally approved for grant to one of the Company’s former executives for a fixed monetary value, but a variable number of shares. These awards were liability-classified until the number of shares was determined.

(b) Stock options

On June 28, 2018, the shareholders of the Company approved the 2018 Stock Option Plan, which replaced the 2015 Stock Option Plan. The 2018 Stock Option Plan terminated the Company’s ability to grant equity under the 2015 Stock Option Plan. As of June 25, 2020, the date on which the 2020 Omnibus Plan was approved by the shareholders of the Company, no further awards will be granted under the 2018 Stock Option Plan; however, shares may be purchased via option exercise by the holders of any outstanding options previously issued under the 2018 Stock Option Plan.

On March 29, 2020, the Board adopted the 2020 Omnibus Plan, which was approved by the shareholders of the Company at the annual and special meeting of shareholders held on June 25, 2020. The 2020 Omnibus Plan provides for grants of stock options, share appreciation rights, restricted shares, RSUs and other share-based or cash-based awards, which are subject to terms as determined by the Compensation Committee of the Board (the “Compensation Committee”), and awards may be granted to eligible employees, non-employee directors and consultants. The 2020 Omnibus Plan terminated the Company’s ability to grant equity awards under the 2018 Stock Option Plan and RSUs under the Employment Inducement Award Plan.

Options represent the right to purchase Company common shares on the date of exercise at a stated exercise price. The exercise price of an option generally must be at least equal to the fair market value of the Company common shares on the date of grant. Vesting conditions for grants of options are determined by the Compensation Committee. The typical vesting for stock option grants is quarterly vesting over three to five years. The maximum term of options granted under the 2020 Omnibus Plan is seven years. Participants under the 2020 Omnibus Plan are eligible to be granted options to purchase shares at an exercise price established upon approval of the grant by the Compensation Committee. When options are granted, the exercise price is, with respect to a particular date, the closing price as reported by the TSX or the Nasdaq and, if the shares are not traded on the TSX or the Nasdaq, any other stock exchange on which the Company’s common shares are traded (as selected by the Compensation Committee in good faith taking into account applicable legal and tax requirements) on the immediately preceding trading day (the “Fair Market Value”). The 2020 Omnibus Plan does not authorize grants of options with an exercise price below the Fair Market Value.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

The following is a summary of the changes in options:

	Weighted average exercise price (C\$) ⁽ⁱ⁾	Number of options	Weighted average remaining contractual term (years)
Balance as of December 31, 2023	\$ 14.50	2,103,201	1.84
Issuance of options	—	—	
Cancellation, forfeiture and expiry of options	19.05	(1,385,937)	
Balance as of December 31, 2024	\$ 5.63	717,264	3.65
Exercisable as of December 31, 2024	\$ 6.29	554,361	3.23

	Weighted average exercise price (C\$) ⁽ⁱ⁾	Number of options	Weighted average remaining contractual term (years)
Balance as of December 31, 2022	\$ 10.57	5,350,600	0.73
Issuance of options	2.96	188,317	
Cancellation, forfeiture and expiry of options	7.75	(3,435,716)	
Balance as of December 31, 2023	\$ 14.50	2,103,201	1.84
Exercisable as of December 31, 2023	\$ 15.89	1,864,732	1.29

⁽ⁱ⁾ The weighted average exercise price reflects the conversion of foreign currency-denominated stock options translated into C\$ using the average foreign exchange rate as of the date of issuance.

For the year ended December 31, 2023, the fair value per option at grant date was C\$2.07. There were no options granted in 2024. The fair value of the options issued during 2023 was determined using the Black-Scholes option pricing model, using the following inputs:

	2023
Share price at grant date (per share)	C\$2.96
Exercise price (per option)	C\$2.96
Risk-free interest rate ⁽ⁱ⁾	3.22%
Expected life of options (in years) ⁽ⁱ⁾	7
Expected annualized volatility ⁽ⁱ⁾	73%
Expected dividend yield	—
Weighted average Black-Scholes value at grant date (per option)	C\$2.07
Forfeiture rate	—

⁽ⁱ⁾ The expected life of the awards represents the period of time options are expected to be outstanding and is estimated considering vesting terms and employees' and non-employees' historical exercise and, where relevant, post-vesting employment termination behavior. Volatility was estimated by using the historical volatility of the Company's share price, adjusted for the Company's expectation of volatility going forward. The risk-free interest rate was based on the Bank of Canada government bonds with a remaining term equal to the expected life of the options at the grant date.

The following table summarizes stock options outstanding:

	Options outstanding as of December 31,		
	2024	2023	2022
2020 Omnibus Plan	702,264	702,264	2,788,947
2018 Stock Option Plan	15,000	1,400,937	1,422,069
2015 Stock Option Plan	—	—	1,139,584
Total stock options outstanding	717,264	2,103,201	5,350,600

(c) Restricted share units

RSUs are granted under the 2020 Omnibus Plan. RSUs represent an equivalent amount of Company common shares on the date of issuance at fair value. Fair value is determined using the closing price of the trading day immediately preceding the date of grant. RSUs issued under the 2020 Omnibus Plan typically vest over a three-year period following the grant date and have no performance requirements.

[Table of Contents](#)

The following is a summary of the changes in RSUs:

	Weighted average grant date fair value (C\$) ⁽ⁱⁱ⁾	Number of RSUs
Balance as of December 31, 2023	\$ 3.77	7,381,541
Granted ⁽ⁱ⁾	2.92	2,987,147
Vested and issued	3.49	(1,726,230)
Cancellation and forfeitures	3.18	(260,245)
Balance as of December 31, 2024	\$ 3.50	8,382,213

	Weighted average grant date fair value (C\$) ⁽ⁱⁱ⁾	Number of RSUs
Balance as of December 31, 2022	\$ 4.63	5,725,470
Granted ⁽ⁱ⁾	2.64	3,292,586
Vested and issued	5.00	(1,041,097)
Cancellation and forfeitures	3.60	(595,418)
Balance as of December 31, 2023	\$ 3.77	7,381,541

- (i) RSUs granted in the period vest annually in equal installments over a three-year period from either the grant date or after a three or five year “cliff-period.” All RSUs are subject to such holder’s continued employment through each vesting date. The vesting of such RSUs is not subject to the achievement of any performance criteria.
- (ii) The weighted-average grant date fair value reflects the conversion of foreign currency-denominated RSUs translated into C\$ using the foreign exchange rate as of the date of issuance.

(d) Deferred share units

On August 10, 2019, the Company established the DSU Plan pursuant to which its non-executive directors receive DSUs for Board services. The DSU Plan is designed to promote a greater alignment of long-term interests between non-executive directors and shareholders. The number of DSUs granted under the DSU Plan (including fractional DSUs) is determined by dividing the amount of remuneration payable by the closing price as reported by the TSX for awards made prior to 2022 and as reported by Nasdaq for awards made in 2022 and subsequent years on the trading day immediately preceding the date of grant. DSUs are payable at the time a non-executive director ceases to hold the office of director for any reason and are settled by a lump-sum cash payment, in accordance with the terms of the DSU Plan, based on the fair value of the DSUs at such time. The fair value of the cash payout is determined by multiplying the number of DSUs vested at the payout date by the closing price as reported by the TSX for awards made prior to 2022 and as reported by Nasdaq for awards made in 2022 and subsequent years on the trading day immediately preceding the payout date. The fair value of the cash payout is determined at each reporting date based on the fair value of the Company’s common shares at the reporting date and is recorded within other liabilities.

The following is a summary of the changes in DSUs:

	Financial liability	Number of DSUs
Balance as of December 31, 2023	\$ 1,092	521,679
Granting and vesting of DSUs	450	193,965
Liabilities settled	(359)	(155,383)
Gain on revaluation	(54)	—
Balance as of December 31, 2024	\$ 1,129	560,261

	Financial liability	Number of DSUs
Balance as of December 31, 2022	\$ 674	265,732
Granting and vesting of DSUs	450	255,947
Loss on revaluation	(32)	—
Balance as of December 31, 2023	\$ 1,092	521,679

(e) Liability-classified awards

During the year ended December 31, 2022, the Compensation Committee conditionally approved the grant to one of the Company’s former executives of share-based compensation awards for a fixed monetary amount, but a variable number of common shares. These awards were liability-classified until the number of common shares was determined prior to year-end 2022. During the years ended December 31, 2024 and 2023, there was no liability-classified award activity.

12. Commitments and Contingencies

(a) Commitments

R&D commitments

On September 4, 2018, the Company announced an R&D partnership with Ginkgo to develop scalable and consistent production of a variety of certain common and lesser-known cannabinoids. As part of this partnership, Cronos agreed to issue up to 14,674,903 common shares of the Company (aggregate value of approximately \$100,000 as of July 17, 2018 assuming all milestones are met, collectively the “Ginkgo Equity Milestones”) in tranches and \$22,000 in cash subject to Ginkgo’s achievement of certain milestones and to fund certain R&D expenses, including foundry access fees. During the years ended December 31, 2022 and December 31, 2021, 4,157,888 shares and 2,934,980 shares, respectively, of the Company’s common stock were issued in conjunction with this partnership. No shares were issued for the year ended December 31, 2024 or December 31, 2023.

Other commitments

On February 18, 2019, the Company entered into an agreement with a wholly owned subsidiary of Altria (which agreement was subsequently amended and restated to substitute Altria Pinnacle as a party thereto), to receive strategic advisory and project management services from Altria Pinnacle (the “Services Agreement”). Pursuant to the Services Agreement, the Company will pay Altria Pinnacle a monthly fee equal to the product of 105% and the sum of: (i) all costs directly associated with the services incurred during the monthly period, and (ii) a reasonable and appropriate allocation of indirect costs incurred during the monthly period. The Company will also pay all third-party direct charges incurred during the monthly period in connection with the services, including any reasonable and documented costs, fees and expenses associated with obtaining any consent, license or permit. The Services Agreement will remain in effect until terminated by either party. See Note 17 “*Related Party Transactions*.”

(b) Contingencies

The Company is subject to various legal proceedings in the ordinary course of its business and in connection with its marketing, distribution and sale of its products. Many of these legal proceedings are in the early stages of litigation and seek damages that are unspecified or not quantified. Although the outcome of these matters cannot be predicted with certainty, the Company does not believe these legal proceedings, individually or in the aggregate, will have a material adverse effect on its consolidated financial condition but could be material to its results of operations for any particular reporting period depending, in part, on its results for that period.

(i) Class action complaints relating to restatement of 2019 interim financial statements

On March 11 and 12, 2020, two alleged shareholders of the Company separately filed two putative class action complaints in the U.S. District Court for the Eastern District of New York against the Company and its Chief Executive Officer and former Chief Financial Officer. The court consolidated the cases, and the consolidated amended complaint alleges violations of Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5, promulgated thereunder, against all defendants, and Section 20(a) of the Exchange Act against the individual defendants. The consolidated amended complaint generally alleges that certain of the Company’s prior public statements about revenue and internal controls were incorrect based on the Company’s disclosures relating to the Audit Committee of the Board of Directors’ review of the appropriateness of revenue recognized in connection with certain bulk resin purchases and sales of products through the wholesale channel. The consolidated amended complaint does not quantify a damage request. The defendants moved to dismiss on February 8, 2021. On November 17, 2023, the court entered an order granting the motion and dismissed the case with prejudice. On December 1, 2023, the shareholder plaintiffs sought reconsideration of the dismissal, requesting that the court instead dismiss the action without prejudice and permit the plaintiffs to seek leave to further amend the complaint. On December 3, 2024, the Court issued an opinion and order granting the plaintiffs’ motion for reconsideration, and on January 10, 2025, the plaintiffs filed a second amended class action complaint.

On June 3, 2020, an alleged shareholder filed a Statement of Claim, as amended on August 12, 2020, in the Ontario Superior Court of Justice in Toronto, Ontario, Canada, seeking, among other things, an order certifying the action as a class action on behalf of a putative class of shareholders and damages of an unspecified amount. The Amended Statement of Claim named (i) the Company, (ii) its Chief Executive Officer, (iii) former Chief Financial Officer, (iv) former Chief Financial Officer and Chief Commercial Officer, and (v) current and former members of the Board as defendants and alleged breaches of the Ontario Securities Act, oppression under the Ontario Business Corporations Act and common law misrepresentation. The Amended Statement of Claim generally alleged that certain of the Company's prior public statements about revenue and internal controls were misrepresentations based on the Company's March 2, 2020 disclosure that the Audit Committee of the Board of Directors was conducting a review of the appropriateness of revenue recognized in connection with certain bulk resin purchases and sales of products through the wholesale channel, and the Company's subsequent restatement. The Amended Statement of Claim did not quantify a damage request. On June 28, 2021, the Court dismissed motions brought by the plaintiff for leave to commence a claim for misrepresentation under the Ontario Securities Act and for certification of the action as a class action. The plaintiff appealed the Court's dismissal of the motions only with respect to the Company, the Chief Executive Officer, and the now former Chief Financial Officer; the remaining defendants were dismissed from the matter with prejudice and the Company and all individual defendants agreed not to seek costs from plaintiff in connection with the dismissal of the motions. On September 26, 2022, the Court of Appeal for Ontario reversed the Superior Court's dismissal of the leave and certification motions, granted the plaintiff leave to proceed to bring a claim for misrepresentation under the Ontario Securities Act, and remitted the certification motion back to the Superior Court. On April 11, 2023, the plaintiff filed a Fresh as Amended Statement of Claim, which reflected the dismissal of the defendants for which an appeal was not sought, the removal of the claims for oppression under the Ontario Business Corporations Act and common law misrepresentation, as well as shortening the proposed class period. On October 10, 2023, the Superior Court certified the action on behalf of a class of persons or entities who acquired shares in the secondary market, including on the TSX and Nasdaq, during the period from May 9, 2019 to March 30, 2020, other than certain excluded persons.

(ii) Regulatory Settlements

On October 24, 2022, the Company announced regulatory settlements as follows:

SEC Settlement

On October 24, 2022, the SEC issued an Order Instituting Cease-and-Desist Proceedings Pursuant to Section 8(a) of the Securities Act of 1933, as amended (the "Securities Act") and Section 21(c) of the Exchange Act, Making Findings, and Imposing a Cease-and-Desist Order (the "Settlement Order") resolving the restatements of the Company's 2019 and 2021 interim financial statements (the "Restatements").

The Company agreed to settle with the SEC, without admitting or denying the allegations described in the Settlement Order. The Settlement Order fully and finally disposed of the investigation of the Company by the SEC into the Restatements without the payment of any civil penalty or other amount.

The Settlement Order required the Company to cease and desist from committing or causing any violations and any future violations of Section 17(a) of the Securities Act, Sections 10(b), 13(a), 13(b)(2)(B) of the Exchange Act and Rules 10b-5, 13a-13, 13a-15(a), 13a-16 and 12b-20 thereunder.

As a result of the Settlement Order, the Company (i) lost its status as a well-known seasoned issuer for a period of three years, (ii) is unable to rely on the private offering exemptions provided by Regulations A and D under the Securities Act for a period of five years and (iii) is unable to rely on the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995 for a period of three years.

OSC Settlement

On October 24, 2022, the Ontario Capital Markets Tribunal approved a settlement agreement (the "Settlement Agreement") between the Company and the staff of the Ontario Securities Commission (the "OSC"), resolving the Restatements.

Pursuant to the terms of the Settlement Agreement, which fully and finally disposed the investigation of the Company by the OSC, Cronos agreed to pay a total of C\$1.34 million to fully settle the matter, and acknowledged that it had failed to comply with the requirement under Section 77 of the Ontario Securities Act to file interim financial reports in the manner set out therein and had acted in a manner contrary to the public interest.

(iii) Litigation and regulatory inquiries relating to marketing, distribution, import and sale of products

On April 17, 2023, a group of plaintiffs led by the Green Leaf (Ale Yarok) political party filed a Statement of Claim and Request for Approval of a Class Action on behalf of a purported class of Israeli cannabis consumers in the District Court of Tel Aviv, Israel, against 26 cannabis-related parties, including three Cronos Israel entities. The Statement of Claim alleges that the defendants violated certain laws relating to the marketing of medical cannabis products, including marketing to unlicensed cannabis consumers. The lawsuit seeks a total of ILS 420 million. The Cronos Israel defendants moved to dismiss the action on August 13, 2023. The court granted the motion (and similar motions filed by other defendants) on May 16, 2024, dismissing the plaintiffs' petition for class certification without prejudice and their individual claims with prejudice, and ordering the plaintiffs to pay ILS 10 thousand to each of the defendants for costs. On July 14, 2024, the plaintiffs appealed to the Supreme Court of Israel seeking to overturn both the dismissal of plaintiffs' individual claims and the award of costs. The appeal is pending.

On January 18, 2024, the Company was notified that the Trade Levies Commissioner of the Israel Ministry of Economy and Industry initiated a public investigation of alleged dumping of medical cannabis imports from Canada into Israel. On July 9, 2024, the Commissioner announced a preliminary determination proposing to impose an anti-dumping duty on Canadian licensed producers. Under the proposal, the Company would have been subject to a proposed duty of 369%. The Commissioner determined not to impose a provisional duty at that time pending the conclusion of the Ministry's investigation. The Company responded to requests for information from the Ministry. On November 10, 2024, the Trade Levies Commissioner published final findings under which the Company would be subject to a proposed duty of 175%. A provisional duty is not being imposed at this time. The Commissioner's findings are being evaluated by an ad hoc advisory committee, which is expected to make recommendations to the Ministers of Economy and Finance and the Finance Committee of the Knesset of whether to impose a duty. The Company cannot predict the outcome of the ad hoc committee's review or the determinations of the Ministers of Economy or Finance, or the Finance Committee of the Knesset. On December 12, 2024, the Minister of Economy announced a conflict of interest and recused himself from the evaluation of whether to impose a duty. As of the date of this filing, no government minister has been substituted for the Minister of Economy.

On July 25, 2024, a group of cannabis cultivators filed an administrative petition in the District Court of Jerusalem, Israel, against the Trade Levies Commissioner and certain Israeli and Canadian businesses. The administrative petition sought a court order requiring the Trade Levies Commissioner to impose a temporary duty on cannabis imported from Canada during the pendency of the investigation until the date on which a final determination is made by the Ministry of Economy whether to impose a duty. On September 9, 2024, the Company filed a motion to join the litigation; the court granted the Company's motion on September 23, 2024. On February 6, 2025, the court dismissed the administrative petition.

We expect litigation and regulatory proceedings relating to the marketing, distribution, import and sale of our products to increase.

13. Income Taxes

For financial reporting purposes, income (loss) from continuing operations before income taxes includes the following components:

	Year ended December 31,		
	2024	2023	2022
Income (loss) before income taxes	\$ 36,586	\$ (73,669)	\$ (121,003)

The income (loss) before income taxes above excludes losses from discontinued operations of nil, \$4,114 and \$13,556 for the years ended December 31, 2024, 2023 and 2022, respectively.

Income tax expense (benefit) consists of the following components:

	Year Ended December 31,		
	2024	2023	2022
Current	\$ (3,170)	\$ (3,375)	\$ 34,416
Deferred	(266)	145	(241)
Total	\$ (3,436)	\$ (3,230)	\$ 34,175

As of December 31, 2024, 2023 and 2022, the Company's current income taxes payable were \$9, \$64 and \$32,956, respectively, related to current income tax expense. Included in other receivables as of December 31, 2024, 2023 and 2022 is \$3,110, \$3,374 and \$40, respectively, related to current income tax benefits.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

Income tax differs from that computed using the combined Canadian federal and provincial statutory income tax rate of 26.5%. Reconciliation of the expected income tax to the effective tax rate in continuing operations is as follows:

	Year ended December 31,		
	2024	2023	2022
Income (loss) before income taxes	\$ 36,586	\$ (73,669)	\$ (121,003)
Effective income tax rate	26.5 %	26.5 %	26.5 %
Expected income tax expense (benefit)	\$ 9,695	\$ (19,522)	\$ (32,066)
Non-taxable income (loss)	(11,138)	1,077	(2,140)
Non-deductible share-based compensation	143	525	1,198
Non-deductible expenses	741	459	836
Non-deductible transaction costs	(14)	351	1,625
Effect of provincial tax rate difference	(66)	(9)	(15)
Effect of tax rates outside of Canada	755	816	1,848
Effect of change in tax rates	11,533	4,601	11,041
Fair value gain (loss) on financial liabilities	(15)	23	(3,726)
Changes in valuation allowance	(19,367)	7,930	(10,466)
Capital gain on financial liabilities	—	106	66,193
Additional taxable income	3,746	—	—
Other	551	413	(153)
Income tax expense (benefit), net	\$ (3,436)	\$ (3,230)	\$ 34,175

The valuation allowance recorded against the loss on discontinued operations is not reflected in the effective tax rate reconciliation presented above for continuing operations.

For the year ended December 31, 2022, the Company realized a capital gain for tax purposes of \$479,800 as a result of Altria's irrevocable relinquishment of its warrant on December 16, 2022, resulting in an increase in the total income tax expense reported for the year ended December 31, 2022.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

The following table summarizes the significant components of the Company's deferred tax assets and liabilities:

	As of December 31,	
	2024	2023
Deferred tax assets:		
Tax loss carryforwards	\$ 96,349	\$ 111,516
Interest expense carryforwards	2,814	2,688
Finance lease obligation	306	519
Plant and equipment	32,130	36,697
Investment	28,778	19,745
Intangible assets	36,428	37,203
Inventory	419	556
Reserve	1,282	2,430
Unrealized foreign exchange	—	275
R&D investment tax credits	1,104	567
Other	3,245	4,271
Total deferred tax assets	202,855	216,467
Less valuation allowance	(200,284)	(216,241)
Net deferred tax assets	2,571	226
Deferred tax liabilities:		
Plant and equipment	(1,635)	—
Intangible assets	(1,929)	—
Right-of-use assets	—	(181)
Total deferred tax liabilities	(3,564)	(181)
Net deferred tax asset (liability)	\$ (993)	\$ 45

The realization of deferred tax assets is dependent on the Company's generating sufficient taxable income in the years that the temporary differences become deductible. A valuation allowance has been provided for the deferred tax assets that the Company determined did not meet the more-likely-than-not recognition threshold under U.S. GAAP.

As of December 31, 2024 and 2023, the Company's valuation allowance was \$200,284 and \$216,241, respectively. The valuation allowance decreased by \$15,957 during the year ended December 31, 2024, and increased by \$2,042 during the year ended December 31, 2023. The decrease in the valuation allowance during the year ended December 31, 2024 was primarily due to the recognition of a portion of deferred tax assets for which a valuation allowance was recorded in the prior year. The increase in the valuation allowance during the year ended December 31, 2023, was primarily due to an increase in net operating loss carryforwards.

As of December 31, 2024, the Company had net operating losses in Canada, the U.S., and Israel available to offset future years' taxable income of approximately \$197,515, \$151,279, \$17,049, respectively. As of December 31, 2023, the Company had net operating losses in Canada, the U.S., and Israel available to offset future years' taxable income of approximately \$253,521, \$144,219, and \$20,794, respectively. The net operating losses in Canada will begin to expire, for purposes of carryforward, in fiscal year 2033. The net operating losses in the U.S. can be carried forward indefinitely for federal purposes. The net operating losses in Israel can be carried forward indefinitely.

Utilization of the net operating loss carryforwards may be subject to limitations under the tax laws applicable in each tax jurisdiction due to ownership changes that could occur in the future. These ownership changes could limit the amount of net operating loss carryforwards and other deferred tax assets that can be utilized to offset future taxable income and tax expense. Due to the existence of the valuation allowance, limitations created by ownership changes, if any, will not impact the Company's effective tax rate.

As of December 31, 2024, the Company has various scientific research and experimental development investment tax credit carryforwards of \$4,165 related to Canadian operations, which, if not utilized, will begin to expire in 2040. Investment tax credits are recognized when realization of the tax credits is more likely than not.

The Company files federal income tax returns in Canada, Israel and the U.S. The Company has open tax years with the taxation jurisdictions. These open years contain certain matters that could be subject to differing interpretations of applicable tax laws and regulations and tax treaties, as they relate to the amount, timing, or inclusion of revenue and expense. As of December 31, 2024, Cronos Group USA Holdings Company Limited, a former wholly-owned subsidiary of the Company, is under examination with the Canadian Revenue Agency for tax years 2020 and 2021.

Jurisdiction	Open Years
Canada	2020 - 2024
United States	2021 - 2024
Israel	2021 - 2024

Accounting guidance clarifies the accounting for uncertain tax positions and prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Additionally, the authoritative guidance addresses the derecognition, classification, accounting in interim periods and disclosure requirements for uncertain tax positions. Only tax positions that meet the more-likely-than-not recognition threshold may be recognized. There were no identified unrecognized tax benefits as of December 31, 2024 or December 31, 2023.

As of December 31, 2024 and 2023, deferred income taxes have not been provided for any undistributed earnings from operations outside of Canada. The foreign subsidiaries have accumulated losses and as such the amount of undistributed earnings upon which income taxes have not been provided is immaterial to these consolidated financial statements.

14. Segment Information

Segment reporting is prepared on the same basis that the CODM manages the business, makes operating decisions and assesses the Company's performance. The CODM is the Company's Chief Executive Officer. The Company operates as a single segment with the purpose of providing high-quality cannabis products to adult-use, wholesale, and medical market customers globally. The consolidated results are regularly reviewed by the CODM to assess the performance of the Company's single segment operations and make decisions regarding the allocation of resources. The CODM reviews adjusted earnings (loss) before interest, tax, depreciation and amortization ("Adjusted EBITDA") as the measure of segment profit or loss to evaluate performance of and allocate resources for its reportable segment. Adjusted EBITDA is defined as earnings before interest, tax, depreciation, and non-cash items and items that do not reflect management's assessment of ongoing business performance. The CODM believes Adjusted EBITDA provides the most useful insight into underlying business trends and results and provides a more meaningful comparison of period-over-period results. In addition, certain significant expenses are regularly reviewed by the CODM and considered for business decisions and allocation of resources; these significant expenses include: sales and marketing, research and development, general and administrative, depreciation and amortization, and share-based compensation expense, which are presented within operating expenses on the Company's consolidated statements of net income (loss) and comprehensive income (loss). Furthermore, the CODM regularly reviews total cash and short-term investments to aid in capital allocation decisions.

The tables below set forth consolidated Adjusted EBITDA and significant expenses for our single segment:

	Year ended December 31,		
	2024	2023	2022
Adjusted EBITDA	\$ (34,942)	\$ (63,746)	\$ (80,608)
Significant expenses:			
Sales and marketing	21,603	22,701	18,046
Research and development	4,229	5,843	13,131
General and administrative	46,514	49,475	67,674
Share-based compensation	8,700	8,756	15,008
Depreciation and amortization	3,701	5,044	5,967
Total significant expenses	84,747	91,819	119,826
Restructuring costs	630	1,524	3,545
Impairment loss on long-lived assets	16,350	3,366	3,493
Total operating expense	\$ 101,727	\$ 96,709	\$ 126,864

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

The following tables set forth a reconciliation of net income (loss) as determined in accordance with U.S. GAAP to Adjusted EBITDA for the periods indicated:

(in thousands of U.S. dollars)

	For the year ended December 31, 2024		
	Continuing Operations	Discontinued Operations	Total
Net income	\$ 40,022	\$ —	\$ 40,022
Interest income, net	(52,019)	—	(52,019)
Income tax benefit	(3,436)	—	(3,436)
Depreciation and amortization	9,336	—	9,336
EBITDA	(6,097)	—	(6,097)
Share of income from equity method investments	(2,365)	—	(2,365)
Impairment loss on long-lived assets ⁽ⁱ⁾	16,350	—	16,350
Revaluation gain on loan receivable ⁽ⁱⁱ⁾	(11,804)	—	(11,804)
Gain on revaluation of equity method investment ⁽ⁱⁱⁱ⁾	(32,469)	—	(32,469)
Gain on revaluation of derivative liabilities ^(iv)	(49)	—	(49)
Loss on revaluation of financial instruments ^(v)	6,248	—	6,248
Impairment loss on other investments ^(vi)	25,650	—	25,650
Foreign currency transaction gain	(57,859)	—	(57,859)
Transaction costs ^(vii)	701	—	701
Loss on held-for-sale assets ^(viii)	11,202	—	11,202
Other, net ^(ix)	350	—	350
Restructuring costs ^(x)	630	—	630
Share-based compensation ^(xi)	8,700	—	8,700
Financial statement review costs ^(xii)	(1)	—	(1)
Inventory step-up recorded to cost of sales ^(xiv)	5,284	—	5,284
Israel Ministry of Economy and Industry dumping inquiry expense ^(xv)	587	\$ —	587
Adjusted EBITDA	\$ (34,942)	\$ —	\$ (34,942)

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

(in thousands of U.S. dollars)

	For the year ended December 31, 2023		
	Continuing Operations	Discontinued Operations	Total
Net loss	\$ (70,439)	\$ (4,114)	\$ (74,553)
Interest income, net	(51,235)	(10)	(51,245)
Income tax benefit	(3,230)	—	(3,230)
Depreciation and amortization	7,866	244	8,110
EBITDA	(117,038)	(3,880)	(120,918)
Share of income from equity method investments	(1,583)	—	(1,583)
Impairment loss on long-lived assets ⁽ⁱ⁾	3,366	205	3,571
Loss on revaluation of derivative liabilities ^(iv)	85	—	85
Loss on revaluation of financial instruments ^(v)	12,042	—	12,042
Impairment loss on other investments ^(vi)	23,350	—	23,350
Foreign currency transaction loss	7,324	—	7,324
Other, net ^(ix)	(1,114)	118	(996)
Restructuring costs ^(x)	1,524	523	2,047
Share-based compensation ^(xi)	8,756	13	8,769
Financial statement review costs ^(xii)	919	—	919
Inventory write-down ^(xiii)	805	839	1,644
Adjusted EBITDA	\$ (61,564)	\$ (2,182)	\$ (63,746)

(in thousands of U.S. dollars)

	For the year ended December 31, 2022		
	Continuing Operations	Discontinued Operations	Total
Net loss	\$ (155,178)	\$ (13,556)	\$ (168,734)
Interest income, net	(22,514)	(23)	(22,537)
Income tax expense	34,175	—	34,175
Depreciation and amortization	11,924	1,198	13,122
EBITDA	(131,593)	(12,381)	(143,974)
Share of income from equity method investments	(3,114)	—	(3,114)
Impairment loss on long-lived assets ⁽ⁱ⁾	3,493	—	3,493
Gain on revaluation of derivative liabilities ^(iv)	(14,060)	—	(14,060)
Gain on revaluation of financial instruments ^(v)	(14,739)	—	(14,739)
Impairment loss on other investments ^(vi)	61,392	—	61,392
Foreign currency transaction loss	2,286	—	2,286
Other, net ^(ix)	324	169	493
Restructuring costs ^(x)	3,545	1,788	5,333
Share-based compensation ^(xi)	15,008	107	15,115
Financial statement review costs ^(xii)	7,167	—	7,167
Adjusted EBITDA	\$ (70,291)	\$ (10,317)	\$ (80,608)

⁽ⁱ⁾ For the year ended December 31, 2024, impairment loss on long-lived assets included \$14,258 related to the write-down of our Ginkgo exclusive licenses and \$1,631 related to the cessation of operations of Cronos Fermentation. For the year ended December 31, 2023, impairment loss on long-lived assets related to certain leased properties associated with the Company's former U.S. operations and impairment of the Ginkgo Collaboration Agreement's CBCVA exclusive license. For the year ended December 31, 2022, impairment loss on long-lived assets related to the Company's decision to seek a sublease for leased office space in Toronto, Ontario, Canada during the first quarter of 2022. See Note 7 "Property, Plant and Equipment, net" and Note 8 "Goodwill and Intangible Assets, net."

⁽ⁱⁱ⁾ For the year ended December 31, 2024, a revaluation gain on loan receivable was recognized as a result of the Cronos GrowCo Transaction on July 1, 2024.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

- (iii) For the year ended December 31, 2024, a gain on revaluation of equity method investment was recognized as a result of the Cronos GrowCo Transaction on July 1, 2024.
- (iv) For the years ended December 31, 2024, 2023 and 2022, the (gain) loss on revaluation of derivative liabilities represented the fair value changes on the derivative liabilities. See Note 10 “*Derivative Liabilities*.”
- (v) For the years ended December 31, 2024, 2023 and 2022, (gain) loss on revaluation of financial instruments related primarily to our unrealized (gain) or loss (as applicable) on our mark-to-market investment in Vitura as well as revaluations of financial liabilities resulting from DSUs granted to directors. See Note 5 “*Investments*” and Note 11 “*Share-based Compensation*.”
- (vi) For the years ended December 31, 2024, 2023 and 2022, impairment loss on other investments related to the PharmaCann Option for the difference between its fair value and carrying amount. See Note 5 “*Investments*.”
- (vii) For the year ended December 31, 2024, transaction costs represented legal, financial and other advisory fees and expenses incurred in connection with the Cronos GrowCo Transaction. These costs are included in general and administrative expenses on the consolidated statements of net income (loss) and comprehensive income (loss).
- (viii) For the year ended December 31, 2024, a loss on held-for-sale assets was recognized as a result of the change in the Company’s sales strategy for the Cronos Fermentation assets to market the assets to a broader buyer pool.
- (ix) For the years ended December 31, 2024, 2023 and 2022, other, net primarily related to (gain) loss on disposal of assets.
- (x) For the year ended December 31, 2024, restructuring costs from continuing operations related to shutdown costs at the Cronos Fermentation Facility, as well as employee-related severance costs associated with the Realignment, as described in Note 18 “*Restructuring*.” For the years ended December 31, 2023 and 2022 restructuring costs related to the employee-related severance costs and other restructuring costs associated with the Realignment. See Note 18 “*Restructuring*.”
- (xi) For the years ended December 31, 2024, 2023 and 2022, share-based compensation related to the vesting expenses of share-based compensation awarded to employees under our share-based award plans, as described in Note 11 “*Share-based Compensation*.”
- (xii) For the years ended December 31, 2024, 2023 and 2022, financial statement review costs included costs related to the Restatements, costs related to the Company’s responses to requests for information from various regulatory authorities relating to the Restatements, the costs related to the Settlement Order and Settlement Agreement and legal costs defending shareholder class action complaints brought against the Company as a result of the 2019 restatement as well as related insurance reimbursements.
- (xiii) For the year ended December 31, 2023, inventory write-downs from discontinued operations related to product destruction and obsolescence associated with the exit of our U.S. operations as described in Note 3 “*Discontinued Operations*” and inventory write-downs from continuing operations related to product destruction and obsolescence associated with the planned exit of Cronos Fermentation as described in Note 18 “*Restructuring*.”
- (xiv) For the year ended December 31, 2024, inventory step-up recorded to cost of sales represented the portion of the inventory step-up from the Cronos GrowCo Transaction that was recorded through the consolidated statements of income (loss) and comprehensive income (loss) in both periods.
- (xv) For the year ended December 31, 2024, Israel Ministry of Economy and Industry dumping inquiry expense included expenditures relating to the regulatory inquiry about alleged dumping of medical cannabis products in Israel and related litigation and external relations expenses.

The following table presents the Company’s revenue by major product category for our single segment:

	Year ended December 31,		
	2024	2023	2022
Cannabis flower	\$ 87,912	\$ 62,070	\$ 63,593
Cannabis extracts	29,168	24,569	22,522
Other	535	602	634
Net revenue	<u>\$ 117,615</u>	<u>\$ 87,241</u>	<u>\$ 86,749</u>

Net revenue attributed to a geographic region based on the location of the customer was as follows:

	Year ended December 31,		
	2024	2023	2022
Canada	\$ 82,437	\$ 64,702	\$ 56,233
Israel	28,368	21,134	30,516
Other countries	6,810	1,405	—
Net revenue	<u>\$ 117,615</u>	<u>\$ 87,241</u>	<u>\$ 86,749</u>

The table below sets forth total cash and cash equivalents and short-term investments for our single segment:

	As of December 31,	
	2024	2023
Total cash and cash equivalents and short-term investments	<u>\$ 858,805</u>	<u>\$ 861,528</u>

[Table of Contents](#)

Property, plant and equipment, net were physically located in the following geographic regions:

	As of December 31,	
	2024	2023
Canada	\$ 117,329	\$ 41,513
Israel	15,860	17,985
Total	\$ 133,189	\$ 59,498

Intangibles, net were physically located in the following geographic regions:

	As of December 31,	
	2024	2023
Canada	\$ 10,887	\$ 20,531
Israel	370	547
Total	\$ 11,257	\$ 21,078

For additions to our property, plant and equipment, net and intangibles, net in the years ended December 31, 2024, 2023 and 2022, please see the consolidated statements of cash flows.

15. Income (Loss) per Share

Basic and diluted earnings (loss) per share from continued and discontinued operations are calculated as follows:

	Year ended December 31,		
	2024	2023	2022
Basic income (loss) per share computation			
Net income (loss) from continuing operations attributable to the shareholders of Cronos Group	\$ 41,080	\$ (69,849)	\$ (155,178)
Weighted-average number of common shares outstanding for computation for basic income (loss) per share	382,058,056	380,964,739	376,961,797
Basic income (loss) from continuing operations per share	<u>\$ 0.11</u>	<u>\$ (0.18)</u>	<u>\$ (0.41)</u>
Loss from discontinued operations attributable to the shareholders of Cronos Group	\$ —	\$ (4,114)	\$ (13,556)
Weighted-average number of common shares outstanding for computation of basic loss from discontinued operations per share	382,058,056	380,964,739	376,961,797
Basic loss from discontinued operations per share	<u>\$ —</u>	<u>\$ (0.01)</u>	<u>\$ (0.04)</u>
Diluted income (loss) per share computation			
Net income (loss) from continuing operations attributable to the shareholders of Cronos Group	\$ 41,080	\$ (69,849)	\$ (155,178)
Weighted-average number of common shares outstanding used in the computation of basic income (loss) per share	382,058,056	380,964,739	376,961,797
Dilutive effect of RSUs	3,243,564	—	—
Dilutive effect of Top-up Rights – market price	255,382	—	—
Weighted-average number of common shares for computation of diluted income (loss) from continuing operations per share ⁽ⁱ⁾	385,557,002	380,964,739	376,961,797
Diluted income (loss) from continuing operations per share	<u>\$ 0.11</u>	<u>\$ (0.18)</u>	<u>\$ (0.41)</u>
Loss from discontinued operations attributable to the shareholders of Cronos Group	\$ —	\$ (4,114)	\$ (13,556)
Weighted-average number of common shares for computation of diluted loss from discontinued operations per share	382,058,056	380,964,739	376,961,797
Diluted loss from discontinued operations per share	<u>\$ 0.00</u>	<u>\$ (0.01)</u>	<u>\$ (0.04)</u>

⁽ⁱ⁾ In computing diluted earnings per share, incremental common shares are not considered in periods in which a net loss is reported, as the inclusion of the common share equivalents would be anti-dilutive.

Total securities of 17,070,836, 25,426,119 and 112,612,579 were not included in the computation of diluted shares outstanding for the years ended December 31, 2024, 2023 and 2022, respectively, because the effect would be anti-dilutive.

16. Financial Instruments

(a) Fair value measurement

The Company complies with ASC 820 *Fair Value Measurements* for its financial assets and liabilities that are re-measured and reported at fair value at each reporting period and non-financial assets and liabilities that are re-measured and reported at fair value at least annually. In general, fair values are determined by:

- Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves.
- Level 3 inputs are unobservable data points for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

The following tables present information about the Company's assets and liabilities that are measured at fair value on a recurring basis and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value:

	As of December 31, 2024			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 858,805	\$ —	\$ —	\$ 858,805
Other investments ⁽ⁱ⁾	2,813	—	—	2,813
Derivative liabilities	—	—	40	40

	As of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 669,291	\$ —	\$ —	\$ 669,291
Short-term investments	192,237	—	—	192,237
Other investments ⁽ⁱ⁾	9,601	—	—	9,601
Derivative liabilities	—	—	102	102

⁽ⁱ⁾ As of December 31, 2024 and December 31, 2023, the Company's influence on Vitura is deemed non-significant and the investment is considered an equity security with a readily determinable fair value. See Note 5 "Investments" for additional information.

There were no transfers between fair value categories during the periods presented.

The following tables present information about the Company's assets that are measured at fair value on a non-recurring basis and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value:

	As of December 31, 2024			
	Level 1	Level 2	Level 3	Total
Other investments ⁽ⁱ⁾	—	—	—	—

	As of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Other investments ⁽ⁱ⁾	—	—	25,650	25,650

⁽ⁱ⁾ Other investments measured at fair value on a non-recurring basis relate to our investment in PharmaCann. See Note 5 "Investments".

There were no transfers between fair value categories during the periods presented.

(b) Financial risks

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk, market risk, interest rate risk, and foreign currency rate risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk from its operating activities, primarily accounts receivable and other receivables, and its investing activities, including cash held with banks and financial institutions, short term investments, loans receivable, and advances to joint ventures. The Company's maximum exposure to this risk is equal to the carrying amount of these financial assets, which amounted to \$904,101 and \$966,442 as of December 31, 2024 and December 31, 2023, respectively.

(i) Accounts receivable

The Company had accounts receivable of \$15,462 and \$13,984 as of December 31, 2024 and December 31, 2023, respectively. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Accounts receivable are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan, and a failure to make contractual payments for a period of greater than 120 days past due. As of December 31, 2024 and 2023, the Company had \$7 and \$3, respectively, in expected credit losses on receivables from contracts with customers.

The Company considers a major customer to be one with an accounts receivable balance of at least 10% of the consolidated total. As of December 31, 2024, the Company has assessed that there is a concentration risk of customers because 27% of accounts receivable was due from one customer. As of December 31, 2023, the Company has assessed that there is a concentration risk of customers because 37% of accounts receivable was due from one customer.

The Company sells products through a limited number of major customers. Major customers are defined as customers that each individually accounted for greater than 10% of the Company's revenues. During the year ended December 31, 2024, the Company earned a total net revenue before excise taxes of \$78,627 from two major customers, together accounting for 49% of the Company's total net revenue before excise taxes. During the year ended December 31, 2023, the Company earned a total net revenue before excise taxes of \$79,503 from three major customers, together accounting for 66% of the Company's total net revenue before excise taxes. During the year ended December 31, 2022, the Company earned a total net revenue before excise taxes of \$63,509 from three major customers, accounting for 55% of the Company's total net revenues before excise taxes.

(ii) Cash and cash equivalents, short-term investments, and other receivables

The Company held cash and cash equivalents of \$858,805 and \$669,291 as of December 31, 2024 and December 31, 2023, respectively. The short-term investments and related interest receivable of \$0 and \$192,237 as of December 31, 2024 and December 31, 2023, respectively, represent short-term investments with a maturity of less than a year and accrued interest. The cash and cash equivalents and short-term investments, including guaranteed investment certificates and bankers' acceptances, are held with central banks and financial institutions that are highly rated. In addition to interest receivable, other receivables include sales taxes receivable from the government. As such, the Company has assessed an insignificant loss allowance on these financial instruments.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due and arises principally from the Company's accounts payable. The Company had trade accounts payable of \$4,563 and \$8,887 as of December 31, 2024 and December 31, 2023, respectively, included in accounts payable on the consolidated balance sheet. The Company's policy is to review liquidity resources and ensure that sufficient funds are available to meet financial obligations as they become due. Further, the Company's management is responsible for ensuring funds exist and are readily accessible to support business opportunities as they arise.

The Company considers a major vendor to be one with a trade accounts payable balance of at least 10% of the consolidated total. As of December 31, 2024, the Company has assessed that there is a concentration risk of vendors because 10% of accounts payable was due to one vendor. As of December 31, 2023, the Company has assessed that there is a concentration risk of vendors because 26% of accounts payable was due to one vendor.

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, market and economic conditions, and equity and commodity prices. The Company is exposed to market risk in divesting its investments, such that unfavorable market conditions could result in dispositions of investments at less than their carrying amounts. Further, the revaluation of securities classified as fair value through net income could result in significant write-downs of the Company's investments, which would have an adverse impact on the Company's results of operations, unless these would flow through other comprehensive income.

The Company manages risk by having a portfolio of securities from multiple issuers, such that the Company was not materially exposed to any one issuer.

Interest rate risk

Interest rate risk is the risk that the value or yield of fixed-income investments may decline if interest rates change. Fluctuations in interest rates may impact the level of income and expense recorded on the cash equivalents and short-term investments, and the market value of all interest-earning assets, other than those that possess a short term to maturity. A 10% change in the interest rate in effect on December 31, 2024 would not have a material effect on the fair value of our cash equivalents and short-term investments as the majority of the portfolio had a maturity date of three months or less. A 10% change in the interest rate in effect for 2024 would have an effect of \$5.2 million on interest income, net earned on our cash equivalents and short-term investments. A 10% change in the interest rate in effect on December 31, 2023, would not have a material effect on fair value of the cash equivalents and short-term investments as the majority of the portfolio had a maturity date of three months or less. During the years ended December 31, 2024 and December 31, 2023, the Company had net interest income of \$52,019 and \$51,235, respectively.

Foreign currency risk

Currency rate risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in foreign exchange rates. The Company is exposed to this risk on investments in equity investments denominated in A\$ and C\$, and other assets and liabilities denominated in A\$ and C\$. The Company is further exposed to this risk through subsidiaries operating in Israel and the U.S. as the Company's functional currency is in Canadian dollars. The Company does not currently use foreign exchange contracts to hedge its exposure to currency rate risk. As such, the Company's financial position and financial results may be adversely affected by the unfavorable fluctuations in currency exchange rates.

As of December 31, 2024 and December 31, 2023, the Company had foreign currency gain (loss) on translation of \$(86,321) and \$21,539, respectively. A 10% change in the exchange rates for the foreign currencies would affect the carrying amounts of net assets by approximately \$40,125 and \$97,678 as of December 31, 2024 and December 31, 2023, respectively.

17. Related Party Transactions

(a) Altria

On March 8, 2019, in connection with the Altria Investment, Altria, through certain of its wholly owned subsidiaries, purchased a 45% equity interest in the Company. As of December 31, 2024, Altria beneficially held an approximately 40.9% ownership interest in the Company (calculated on a non-diluted basis).

There were no amounts payable related to the consulting services with Altria Pinnacle as of December 31, 2024 and 2023.

Cronos Group Inc.
Notes to Consolidated Financial Statements
For the years ended December 31, 2024, 2023, and 2022
(In thousands of U.S. dollars, except for share amounts)

[Table of Contents](#)

Refer to Note 10 “*Derivative Liabilities*” for further information on the derivative liabilities related to the Altria Investment.

(b) Cronos GrowCo

The Company holds both ownership of 50% of Cronos GrowCo’s common shares and senior secured debt in Cronos GrowCo and these were historically accounted for as related party transactions. Effective July 1, 2024, the Company obtained majority control of the board of directors of Cronos GrowCo, which is now accounted for as an intercompany relationship and all intercompany activity is eliminated upon consolidation. For more information on the GrowCo Transaction, See Note 2 “*Business Combination*” for further information regarding the Cronos GrowCo Transaction.

The Company made the following purchases of cannabis products from Cronos GrowCo:

	Year ended December 31,		
	2024 ⁽ⁱ⁾	2023	2022
Cronos GrowCo – purchases	\$ 16,952	\$ 21,335	\$ 18,144

⁽ⁱ⁾ 2024 activity presented above represents purchases from Cronos GrowCo for the first six months of the year.

The Company’s outstanding payable balance to Cronos GrowCo was \$2,267 as of December 31, 2023.

During the third quarter of 2023, the Company, as supplier, entered into a cannabis germplasm supply agreement with Cronos GrowCo as buyer. During 2023, the Company received proceeds of \$1,114 in relation to this agreement.

Also, during 2023, the Company sold certain held for sale assets with carrying value of \$332 and certain other previously expensed assets with a zero net book value to Cronos GrowCo for total proceeds of \$761 and recognized a \$436 gain in other, net in the consolidated statements of net income (loss) and comprehensive income (loss).

Additionally, on August 23, 2019, the Company, as lender, and Cronos GrowCo, as borrower, entered into the GrowCo Credit Facility. See Note 6 “*Loans Receivable, net*” for further information regarding the GrowCo Credit Facility.

(c) Vendor Agreement

In November 2022, the Company entered into an agreement with an external vendor whereby the vendor would provide certain manufacturing services to the Company. The vendor then subcontracted out a portion of those services to another vendor whose chief executive officer is an immediate family member of an executive of the Company. The Company purchased \$0 and \$2,310 of products and services under this subcontracted agreement for the years ended December 31, 2024 and December 31, 2023, respectively. The company had \$0 in outstanding accounts payables related to the subcontracted agreement as of December 31, 2024 and \$28 in outstanding accounts payable related to the subcontracted agreement as of December 31, 2023.

In November 2023, the Company negotiated a direct contract with the related-party vendor. During the years ended 2024 and 2023, the Company purchased \$1,746 and \$42 of products and services directly from the related-party vendor and had \$149 and \$11 in outstanding accounts payable to the vendor as of December 31, 2024 and 2023, respectively.

(d) Consulting Agreement

In connection with the Cronos GrowCo Transaction, Cronos GrowCo entered into a consulting services agreement with a consulting firm managed by a member of the group of investors holding the remaining 50% ownership of Cronos GrowCo, pursuant to which the consulting firm provides management services to Cronos GrowCo. During the year ended December, 31 2024, the Company incurred \$434 of expense under this agreement. As of December 31, 2024, the Company had no outstanding payables related to this agreement.

18. Restructuring

In the first quarter of 2022, the Company initiated a strategic plan to realign the business around its brands, centralize functions and evaluate the Company's supply chain (the "Realignment"). As part of the Realignment, on February 28, 2022, the Board approved plans to leverage the Company's strategic partnerships to improve supply chain efficiencies and reduce manufacturing overhead by exiting its production facility in Stayner, Ontario, Canada (the "Peace Naturals Campus"). On February 27, 2023, the Board approved revisions to the Realignment, under which the Company is maintaining select components of its operations at the Peace Naturals Campus, namely distribution warehousing, certain research and development activities and manufacturing of certain of the Company's products. In the third quarter of 2023, the Board approved revisions to the Realignment to wind-down operations at Cronos Fermentation, list the Cronos Fermentation Facility for sale, and implement additional organization-wide cost reductions as the Company continues its Realignment initiatives. The Realignment initiatives were intended to position the Company to drive profitable and sustainable growth over time.

On November 26, 2023, the Company entered into an agreement with Future Farmco Canada Inc. for the sale and leaseback of the Peace Naturals Campus. This agreement was subsequently terminated pursuant to its terms during the second quarter of 2024. The Company plans to continue and expand operations at the Peace Naturals Campus.

During the first quarter of 2024, the Company ceased operations at the Cronos Fermentation Facility, performed an assessment under ASC 360 of the recoverability of the carrying value of the Cronos Fermentation assets, and determined the carrying value of the assets was not fully recoverable. The fair value was estimated using a combination of the market and income approaches. As a result of this analysis, an impairment loss on long-lived assets of \$1,631 was recorded to the consolidated statements of net income (loss) and comprehensive income (loss) in the year ended December 31, 2024. In addition, the Cronos Fermentation assets were classified as held-for-sale in the first quarter of 2024 at a fair value less costs to sell of \$19,398 and continue to be classified as held-for-sale as of December 31, 2024. During the third quarter of 2024, the Company adjusted its sales strategy for the Cronos Fermentation assets to market the assets to a broader buyer pool, which resulted in the recognition of a loss on held-for-sale assets of \$10,422 on the consolidated statements of net income (loss) and comprehensive income (loss) in year ended December 31, 2024. During the fourth quarter of 2024, the Company recorded an additional loss on these held-for-sale assets of \$345.

During the year ended December 31, 2024, the Company incurred \$630 of restructuring costs in its continuing operations in connection with the Realignment. During the year ended December 31, 2023, the Company recognized \$1,524 of restructuring costs in continuing operations in connection with the Realignment. Charges related thereto include employee-related costs such as severance, relocation and other termination benefits, as well as contract termination and other related costs. During the year ended December 31, 2023, as a result of the decision to wind down operations at Cronos Fermentation, the Company recognized an inventory write-down of \$805 related to certain obsolete raw materials. Restructuring costs and inventory write-downs incurred in the Company's discontinued operations during the years ended December 31, 2024 and 2023 is presented in Note 3 "*Discontinued Operations*".

The following table summarizes the Company's restructuring activity for the years ended December 31, 2024 and 2023:

	As of December 31, 2023	Expenses	Payments/Write-offs	As of December 31, 2024
Employee Termination Benefits	\$ 150	\$ 62	\$ (212)	\$ —
Other Restructuring Costs	—	568	(568)	—
Total	\$ 150	\$ 630	\$ (780)	\$ —

	As of December 31, 2022	Expenses	Payments/Write-offs	As of December 31, 2023
Employee Termination Benefits	\$ 403	\$ 1,371	\$ (1,624)	\$ 150
Other Restructuring Costs	21	153	(174)	—
Total	\$ 424	\$ 1,524	\$ (1,798)	\$ 150

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

(a) Evaluation of Disclosure Controls and Procedures.

The Company's management, with the participation of the Chief Executive Officer and the Chief Financial Officer, performed an evaluation of the disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"), as of December 31, 2024. Based on that evaluation, management has concluded that, as of December 31, 2024, the disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in reports we file or submit under the Exchange Act were recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and to ensure that the information required to be disclosed by us in reports that we file or submit under the Exchange Act, is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based upon criteria established in *Internal Control – Integrated Framework* (2013) by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2024. In accordance with guidance issued by the SEC, companies are permitted to exclude acquisitions from their assessment of internal control over financial reporting for the first fiscal year in which the acquisition occurred. Management's evaluation of internal control over financial reporting excluded the internal control activities of Cronos GrowCo. As discussed in Note 2 "Business Combination" to the consolidated financial statements, on July 1, 2024, the Company obtained majority control of the board of directors of Cronos GrowCo, which qualified as a business combination under ASC 805. We have included the financial results of Cronos GrowCo in the consolidated financial statements from July 1, 2024. Total assets and net revenue subject to Cronos GrowCo's internal control over financial reporting represented approximately 16 percent of consolidated total assets and 5 percent of consolidated net revenue, respectively, for the fiscal year ended December 31, 2024.

Our independent registered public accounting firm, Davidson & Company LLP, who audited the consolidated financial statements for our fiscal year ended December 31, 2024 included in this Annual Report, issued an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2024.

(c) Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act), that occurred during the fourth quarter of the year ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

Rule 10b5-1 Trading Plans

Securities Trading Plans of Directors and Executive Officers

During the year ended December 31, 2024, no directors or executive officers informed us of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Item 408 of Regulation S-K.

Certain of our officers or directors have made, and may from time to time make, elections to have shares withheld to cover withholding taxes or pay the exercise price of options, which may be designed to satisfy the affirmative defense conditions of Rule 10b5-1 under the Exchange Act or may constitute non-Rule 10b5-1 trading arrangements (as defined in Item 408 of Regulation S-K).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Other than as noted below, the information required under this Item is incorporated herein by reference to our definitive proxy statement or to an amendment to this Annual Report on Form 10-K to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2024.

Insider Trading Arrangements and Policies

The Company is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted its Insider Trading Policy governing the purchase, sale, and/or other dispositions of its securities by the Company, its directors, officers, employees and consultants, secondees, interns and third-party service providers who are in a position to potentially be in possession of material undisclosed information in the course of services provided to the Company. The Company believes the Insider Trading Policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to the Company. A copy of the Insider Trading Policy, is filed as Exhibit 19.1 to this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required under this Item is incorporated herein by reference to our definitive proxy statement or to an amendment to this Annual Report on Form 10-K to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2024.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required under this Item is incorporated herein by reference to our definitive proxy statement or to an amendment to this Annual Report on Form 10-K to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2024.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information required under this Item is incorporated herein by reference to our definitive proxy statement or to an amendment to this Annual Report on Form 10-K to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2024.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information required under this Item is incorporated herein by reference to our definitive proxy statement or to an amendment to this Annual Report on Form 10-K to be filed with the SEC no later than 120 days after the close of our fiscal year ended December 31, 2024.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

The following documents are filed as part of this Annual Report on Form 10-K, or incorporated herein by reference:

(a)(1) *Financial Statements*. The following financial statements of Cronos Group Inc. are filed as part of this Annual Report on Form 10-K on the pages indicated.

CRONOS GROUP INC. AND SUBSIDIARIES	Page No.
Reports of Independent Registered Public Accounting Firms	69
Consolidated Balance Sheets as of December 31, 2024 and 2023	73
Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss) for the years ended December 31, 2024, 2023, and 2022	74
Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2024, 2023, and 2022	76
Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023, and 2022	77
Notes to Consolidated Financial Statements	79

(a)(2) *Financial Statement Schedules*. Schedules are omitted because the required information is inapplicable, not material, or the information is presented in the consolidated financial statements or related notes.

(a)(3) *Exhibits*. The exhibits listed in the Exhibit Index immediately below are filed as part of this Annual Report on Form 10-K or are incorporated by reference herein.

Exhibit Number	Exhibit Description
2.1	Options Purchase Agreement, dated June 14, 2021, by and between Cronos USA Holdings Inc. and PharmaCann Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Cronos Group Inc. filed June 15, 2021).
2.2	Option, dated June 14, 2021, issued by PharmaCann Inc. to Cronos USA Holdings Inc. (incorporated by reference to Exhibit 2.2 to the Current Report on Form 8-K of Cronos Group Inc. filed June 15, 2021).
3.1	Certificate of Continuance and Articles of Cronos Group Inc. (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q of Cronos Group Inc., filed August 8, 2024).
4.1	Form of Cronos Group Inc. Common Share certificate (incorporated by reference to the corresponding exhibit to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 2, 2020).
4.2	Description of Capital Stock of Cronos Group Inc. (incorporated by reference to Exhibit 4.2 to the Annual Report on Form 10-K of Cronos Group Inc., filed March 1, 2022).
10.1	Subscription Agreement, dated as of December 7, 2018, by and among Cronos Group Inc., Altria Summit LLC, and, solely for the purposes specified therein, Altria Group, Inc. (incorporated by reference to Exhibit 99.1 to the Company's Current Report of Foreign Private Issuer, filed December 10, 2018).
10.2	Investor Rights Agreement, dated as of March 8, 2019, by and between Cronos Group Inc. and Altria Group, Inc. (incorporated by reference to Exhibit 99.1 to the Company's Current Report of Foreign Private Issuer, filed March 15, 2019).
10.3	Collaboration and License Agreement, dated as of September 1, 2018, by and between Cronos Group Inc. and Ginkgo Bioworks, Inc. (incorporated by reference to Exhibit 99.3 to the Company's Current Report of Foreign Private Issuer, filed September 4, 2018).
10.4	First Amendment to Collaboration and License Agreement, dated as of May 9, 2019 (incorporated by reference to the corresponding exhibit to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 2, 2020).
10.5	Amended and Restated Collaboration and License Agreement, dated as of June 3, 2021, by and between Ginkgo Bioworks, Inc. and Cronos Group Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cronos Group Inc. filed June 4, 2021).
10.6†	Cronos Group Inc. 2015 Amended and Restated Stock Option Plan, dated as of May 26, 2015 (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-8 of Cronos Group Inc., filed July 11, 2018).
10.7†	Form of Option Certificate to 2015 Amended and Restated Stock Option Plan (incorporated by reference to Exhibit 10.6 to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 2, 2020).
10.8†	First Amendment to the Cronos Group Inc. 2015 Amended and Restated Stock Option Plan, dated as of August 7, 2019 (incorporated by reference to Exhibit 10.7 to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 2, 2020).

10.9†	<u>Cronos Group Inc. Amended and Restated 2018 Stock Option Plan, dated as of November 11, 2019 (incorporated by reference to Exhibit 10.8 to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 2, 2020).</u>
10.10†	<u>Cronos Group Inc. Deferred Shared Unit Plan for Non-Executive Directors, dated as of August 7, 2019 (incorporated by reference to the Exhibit 10.9 to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 2, 2020).</u>
10.11†	<u>Form of Director and Officer Indemnity Agreement (incorporated by reference to Exhibit 10.24 to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 2, 2020).</u>
10.12†	<u>Cronos Group Inc. 2020 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Cronos Group Inc., filed August 6, 2020).</u>
10.13†	<u>Form of Restricted Share Unit Award Agreement to Cronos Group Inc. 2020 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q of Cronos Group Inc., filed August 6, 2020).</u>
10.14†	<u>Form of Restricted Share Unit Award Agreement (Israel) to Cronos Group Inc. 2020 Omnibus Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of Cronos Group Inc., filed August 6, 2020).</u>
10.15†	<u>Letter Agreement, dated as of February 17, 2022, by and among Cronos USA Client Services LLC, Cronos Group Inc., and Anna Shlimak (incorporated by reference to Exhibit 10.28 to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 1, 2022).</u>
10.16†	<u>Letter Agreement, dated as of August 23, 2024, by and among Cronos USA Client Services LLC, Cronos Group Inc., and Anna Shlimak (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Cronos Group Inc., filed on November 12, 2024).</u>
10.17†	<u>Amended and Restated Employment Agreement, dated as of March 21, 2022, between Cronos USA Client Services LLC, Cronos Group Inc. and Michael Gorenstein (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cronos Group Inc., filed on March 21, 2022).</u>
10.18†	<u>Executive Employment Agreement, dated as of August 16, 2020, among Cronos Israel G.S. Cultivation Ltd., Cronos Group Inc. and Ran Gorelik (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of Cronos Group Inc., filed on May 10, 2022).</u>
10.19†	<u>Executive Employment Agreement, dated as of June 21, 2019, by and among Cronos Group Inc., Hortican Inc. and Jeffrey Jacobson (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Cronos Group Inc., filed on May 9, 2023).</u>
10.20†	<u>Letter Agreement by and among Jeffrey Jacobson and Hortican Inc., dated November 7, 2022 (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Cronos Group Inc., filed on November 7, 2022).</u>
10.21†	<u>Amended and Restated Executive Employment Agreement, dated as of February 28, 2024, by and among Cronos USA Client Services LLC, Jeffrey Jacobson, Hortican Inc. and Cronos Group Inc. (incorporated by reference to Exhibit 10.24 to the Annual Report on Form 10-K of Cronos Group Inc., filed on February 29, 2024).</u>
10.22†*	<u>Letter Agreement by and among Cronos USA Client Services LLC, Jeffrey Jacobson, Hortican Inc. and Cronos Group Inc., dated November 8, 2024.</u>
10.23†	<u>James Holm Employment Agreement, dated November 14, 2022, among Cronos USA, the Company and Mr. Holm (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cronos Group Inc., filed on November 14, 2022).</u>
10.24	<u>Altria's notice of abandonment, dated December 16, 2022 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K of Cronos Group Inc., filed on December 19, 2022).</u>
10.25†	<u>Letter Agreement by and between Anna Shlimak and Cronos USA Client Services LLC, dated February 21, 2023 (incorporate by reference to Exhibit 10.32 to the Annual Report on Form 10-K of Cronos Group Inc., filed on February 28, 2023).</u>
10.26***	<u>Voting Agreement, dated as of April 25, 2024, by and between Cronos Group Inc. and Altria Group, Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cronos Group Inc., filed April 25, 2024).</u>
10.27***	<u>Amended and Restated Credit Agreement, dated as of June 20, 2024, by and among Cronos Growing Company Inc., as Borrower, the Lenders from time to time parties thereto and Peace Naturals Project Inc., as Administrative Agent. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Cronos Group Inc., filed on June 25, 2024).</u>
10.28***	<u>Amended and Restated Supply Agreement, dated as of June 20, 2024, by and between Cronos Growing Company Inc. and Peace Naturals Project Inc. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Cronos Group Inc., filed on June 25, 2024).</u>
14.1	<u>Cronos Group Inc. Code of Business Conduct and Ethics (incorporated by reference to Exhibit 14.1 to the Annual Report on Form 10-K of Cronos Group Inc., filed on March 1, 2022).</u>
16.1	<u>Letter from KPMG LLP to the Securities and Exchange Commission dated April 16, 2024 (incorporated by reference to Exhibit 16.1 to the Current Report on Form 8-K of Cronos Group Inc., filed April 16, 2024).</u>
19.1*	<u>Cronos Group Insider Trading Policy.</u>

21.1*	List of Subsidiaries of Cronos Group Inc.
23.1*	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Davidson & Company LLP, Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (included on signature page hereto).
31.1*	Certification of the Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97.1	Cronos Group Restatement Compensation Recovery Policy (incorporated by reference to Exhibit 97.1 to the Annual Report on Form 10-K of Cronos Group Inc., filed on February 29, 2024.)
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema Document.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

† Management contract or compensatory plan or arrangement.

* Filed herewith.

** Furnished herewith and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

*** Schedules and certain portions of this exhibit have been omitted pursuant to Item 601(a)(5) and Item 601(b)(10)(iv) of Regulation S-K. The Company agrees to furnish supplementally an unredacted copy of the exhibit to the Securities and Exchange Commission upon its request.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CRONOS GROUP INC.

By: /s/ Michael Gorenstein

Michael Gorenstein

Chairman, President and Chief Executive Officer

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Michael Gorenstein and James Holm, severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Name	Title	Date
<u>/s/ Michael Gorenstein</u> Michael Gorenstein	Chairman, President and Chief Executive Officer (Principal Executive Officer)	February 27, 2025
<u>/s/ James Holm</u> James Holm	Chief Financial Officer (Principal Financial Officer)	February 27, 2025
<u>/s/ Jimmy McGinness</u> Jimmy McGinness	Vice President, Controller (Principal Accounting Officer)	February 27, 2025
<u>/s/ Murray Garnick</u> Murray Garnick	Director	February 27, 2025
<u>/s/ Kamran Khan</u> Kamran Khan	Director	February 27, 2025
<u>/s/ James Rudyk</u> James Rudyk	Director	February 27, 2025
<u>/s/ Dominik Meier</u> Dominik Meier	Director	February 27, 2025
<u>/s/ Jason Adler</u> Jason Adler	Director	February 27, 2025
<u>/s/ Elizabeth Seegar</u> Elizabeth Seegar	Director	February 27, 2025

November 8, 2024

Mr. Jeffrey Jacobson
At the Address on file with the Company

Dear Jeff,

Further to our recent discussions, this letter is to confirm that, effective as of October 24, 2024, the Base Salary, as defined in your amended and restated employment agreement with Cronos USA Client Services LLC and, solely for the purposes specified therein, Cronos Group Inc. and Hortican Inc., effective as of February 28, 2024 (the “**Employment Agreement**”), will increase to US \$323,064, less applicable withholdings and deductions.

All other terms and conditions of your employment, as set forth in the Employment Agreement, remain unchanged and continue in full force and effect.

Thank you for your continued commitment to the Company.

Yours truly,

/s/ Mike Gorenstein

Mike Gorenstein
President and Chief Executive Officer



Insider Trading Policy

**Cronos Group Inc.
Effective as of January 1, 2020**

TABLE OF CONTENTS

Section 1: Policy Overview 3

General Matters 4

Violations of Policy and Disciplinary Action 5

Scope 7

Section 2: Prohibited Conduct 9

Prohibition on Insider Trading 10

Prohibition Against Speculation, Hedging and Short-Selling 15

Prohibition on Pledging of Securities 16

No Standing Orders or Discretionary Authority 17

Prohibitions on Tipping and Recommending 18

Securities Of Other Publicly Traded Companies 19

Option Awards 20

Section 3: Reporting and Penalties 21

Reporting Requirements 22

Penalties under Securities Laws 23

Rule 10b-5 Trading Plans 24

Section 4: Schedules and Appendices 25

Appendix 1: Policy Revision History 29

Section 1: Policy Overview

GENERAL MATTERS

Scope

This Insider Trading Policy (“**Policy**”) is applicable to the following individuals employed by Cronos Group Inc. and all subsidiaries and affiliates controlled by, or under common control of, Cronos Group Inc. (“**Cronos Group**” or the “**Company**”): (1) every employee, including officers, (2) members of the Boards of Directors, and (3) all consultants, secondees, interns or any third-party service providers who are in a position to potentially be in possession of material undisclosed information in the course of services provided to Cronos Group (collectively, “**Company Personnel**” as further explained within the Policy). The Company is also prohibited from trading at any time in Cronos Securities on the basis of Inside Information.

This Policy may be amended from time to time to reflect changing circumstances and supersedes all prior versions.

Overview

This Policy outlines the rules and procedures to prevent improper trading in the securities of Cronos Group and the improper use of material undisclosed information of the Cronos Group. In addition, this Policy is aimed at preventing Company Personnel from engaging in securities trading that may expose them and the Company to undue reputational risk.

Purpose

Canadian and United States securities laws, rules and regulations prohibit insider trading and impose restrictions on trading in securities while in possession of material undisclosed information.

Cronos Group encourages its employees, directors and officers to become shareholders of the Company on a long-term investment basis. Since such personnel may from time to time become aware of important corporate developments, significant plans or other material information before such matters are made public, the Company has established this Policy to assist such individuals in complying with the applicable legal requirements and prohibitions.

The rules and procedures outlined in this Policy have been implemented in order to prevent improper trading in securities of the Company and the improper use of Inside Information (as defined below) regarding Cronos Group.

In addition, certain insiders of the Company are also subject to certain reporting requirements under Canadian securities laws and under Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Please refer to Section 3 below. You should contact an Insider Trading Policy Administrator at [***] if you need further information with respect to these reporting obligations.

If you have any questions about this Policy or the best course of action in a particular scenario, you should seek guidance from [***].

Insider Trading Policy Administrators

The Company’s Board of Directors will designate one or more individuals from time to time as “**Insider Trading Policy Administrators**” for the purpose of administering this Policy.

As of the date of this Policy, the designated Insider Trading Policy Administrators are the individuals holding the following positions with the Company: Chief Executive Officer, President, Chief Financial Officer, General Counsel and Corporate Secretary and their respective delegates.

This Policy has been reviewed and approved by the Company's Board of Directors and will be reviewed as required under applicable laws. Any amendments to this Policy shall be made by the Legal Department and material amendments subject to approval of the Board of Directors.

VIOLATIONS OF POLICY AND DISCIPLINARY ACTION

Insider trading is a serious violation of securities laws and could subject the individual and the Company to severe civil and criminal penalties (including imprisonment). It is essential that all Company Personnel act, and are perceived to act, in accordance with applicable laws and the highest standards of ethical and business conduct.

In addition, the perception of taking advantage of access to Inside Information exposes the Company to significant reputational risk and such actions may undermine the public market's or shareholders' confidence in the Company. Therefore, the Company, its Board of Directors and management will treat any violations of the procedures set out in this Policy extremely seriously.

It is a condition of each Company Personnel's employment or appointment that they at all times abide by the standards, requirements and procedures set out in this Policy. **Any Company Personnel who violates this Policy may face disciplinary action up to and including termination of his or her employment or appointment with the Company without notice.**

Violation of this Policy

may also violate certain securities laws, corporate law and / or criminal laws. If it appears that any Company Personnel may have violated such laws, the Company may refer the matter to the appropriate regulatory authorities.

All Company Personnel will be provided with a copy of this Policy and, at the request of the Company, may be required to sign an acknowledgement of and compliance with the procedures and restrictions set forth in this Policy.

Trade Specific Disciplinary Action

If you or any Related Persons (as defined below) conduct a trade in violation of this Policy (including any Sensitive Company Personnel (as defined below) who fails to pre-clear a trade), then you or the Related Person may be asked to cancel or reverse the trade and/or trading privileges may be suspended for a specified amount of time.

If required to reverse or cancel a trade, you or the Related Person, as applicable, will be responsible for any trading losses while any trading gains will be required to be forfeited.

Disciplinary Action

Violation of this policy may result in disciplinary action, up to and including immediate termination of employment. Company Personnel who engage in insider trading or tipping may also be subject to civil and criminal fines, as well as imprisonment. All documentation regarding the trade and violations will be filed in the individual's personal file with Human Resources and such conduct may be taken into account for determination of the individual's compensation and bonuses.

SCOPE

Persons that are Subject to this Policy

i. Company Personnel

This Policy is applicable to Company Personnel, which includes:

- **every employee** of Cronos Group;
- all officers of Cronos Group;
- members of the Board of Directors of Cronos Group; and
- all consultants, secondees, interns or any third-party service provider who are in a position to potentially be in possession of Inside Information in the course of services provided to Cronos Group.

In the case of consultants, secondees, interns or other third-party service providers, it is the responsibility of the manager of the department that hires such personnel to ensure that such personnel are provided a copy of this Policy, understand their obligations and comply. In addition to any other actions the Company may take, infractions by such personnel will be referred to the head of the relevant department for appropriate internal action.

ii. Related Persons of Company Personnel

“Related Person” means an individual’s spouse, children or anyone else living in his or her household and any other legal entity (such as partnerships, trusts, corporations and other entities) over which **he or she exercises control or direction**.

All Company Personnel are solely responsible for identifying Related Persons relevant to them and are solely responsible for the compliance of their Related Persons with this Policy.

The following is a list of examples and types of accounts that would be considered to fall within the scope of this Policy:

- Any personal account of Company Personnel;
- Any joint or tenant-in-common account in which the Company Personnel is a participant;
- Any account over which Company Personnel acts as the trustee, executor or custodian;
- Any account over which Company Personnel has investment discretion or otherwise can exercise control, including the accounts of entities controlled directly or indirectly by such Company Personnel; and
- Any account of a Related Person.

iii. Company Personnel on “Garden Leave”

Any Company Personnel who are on “garden leave” are subject to this Policy and must not take any actions prohibited by this Policy.

Any Sensitive Company Personnel who are on “garden leave” remain subject to the pre-clearance requirements for proposed transactions in Cronos Securities as set out in this Policy.

Transactions Subject to this Policy

i. Cronos Group Securities

This Policy applies to all transactions in the Company's securities, including: common shares, options, warrants and any other securities that the Company may issue such as preferred stock, notes, bonds, convertible securities, as well as to any derivative securities relating to any of the Company's securities, whether or not issued by the Company ("**Cronos Securities**").

This Policy applies to **all trading activities** in Cronos Securities, which for the avoidance of doubt, includes:

- purchases or sales of Cronos Securities (including pursuant to the exercise of stock options or warrants or other convertible securities); and
- entering into, or holding of any, derivative instruments whose underlying securities are or are linked to Cronos Securities.

In addition, gifts of Cronos Securities are subject to the restrictions of this Policy. Company Personnel in possession of Inside Information (as defined below) are prohibited from making any gift of Cronos Securities; provided, however, that gifts of Cronos Securities to immediate family members may be permitted on a case-by-case basis upon prior written approval of the Legal Department.

It is your responsibility to monitor the expiry dates of any options or warrants that you may hold to ensure that you are able to exercise them in a manner consistent with this policy (e.g., not during scheduled black-out periods or arrange for pre-clearance requests in time).

Exemptions will not be made solely because your options and warrants are expiring if the circumstances indicate that your trading would be inconsistent with the insider trading requirements under law.

ii. Securities of other Companies

This Policy also applies to securities in companies with which Cronos Group does business, or may do business with, when you are in possession of Inside Information regarding such companies.

iii. Transactions not Subject to this Policy

This Policy does not apply to trades in managed accounts in which a third party (i.e., someone other than the Company Personnel or a Related Person) has full investment discretion over the account. **Full investment discretion is demonstrated either through an executed discretionary agreement granting a broker or investment manager full investment discretion or an executed managed account agreement which explicitly states that client directed trades are not permitted in that specific account.*

Section 2: Prohibited Conduct

PROHIBITION ON INSIDER TRADING

Introduction

Canadian and US securities laws prohibit, and impose severe criminal and civil penalties on the Company and individuals that engage in, trading while in possession of Inside Information which encompasses the following conduct:

- trading Cronos Securities while in possession of Inside Information (as defined below) (known as “**insider trading**”);
- subject to limited exceptions described in this Policy, disclosing such information to a third party before it has been generally disclosed (known as “**tipping**”); or
- recommending or encouraging a third party to purchase or sell Cronos Securities while in possession of such information (known as “**recommending**”).

Bear in mind that if a particular trade that you conduct is scrutinized or investigated by a regulator or enforcement agency (such as the Ontario Securities Commission or the U.S. Securities and Exchange Commission (the “**SEC**”) or Department of Justice in the U.S.), it will be viewed after the fact with the benefit of hindsight.

You must always carefully consider how your conduct will be construed by regulators and the public market with the benefit of hindsight.

A summary of the prohibition under relevant securities laws is set out on Schedule A.

Inside Information

“**Inside Information**” means any information if:

- such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Cronos Securities;
- there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or
- it would significantly alter the total mix of information available to investors.

in each case, which has not been generally disclosed to the public (such as through a press release) and adequate time has passed for investors to digest the information. Material information about the Company should be assumed to be non-public unless there is certainty that it has been publicly disseminated.

Examples of information that could constitute Inside Information can be found on Schedule B. Note that these are illustrative examples only and are not intended to be comprehensive.

Bear in mind that whether a piece of information was material or not will similarly be scrutinized with the benefit of hindsight.

Prohibition Against Trading on Inside Information

Company Personnel and Related Persons are prohibited from purchasing, selling or otherwise trading in Cronos Securities while having knowledge of Inside Information. The Company is also prohibited from trading at any time in Cronos Securities on the basis of Inside Information.

It is your responsibility if you're contemplating a trade in Cronos Securities (or engaging in any discussion concerning the Company and / or its securities) to determine prior to such trade (or discussion) whether you personally are aware of any information that would constitute Inside Information.

The Company has set out further guidelines and procedures to enforce this prohibition based on periods of time where Company Personnel are more likely to have knowledge of Inside Information and for certain categories of Company Personnel that are subject to greater scrutiny must obtain pre-clearance. Refer to "Sensitive Company Personnel – Trading Pre-Clearance" below.

Blackout Periods

Company Personnel and Related Persons are prohibited from trading in Cronos Securities during a blackout period. Blackout periods are periods of time of the Company's operations in which certain Company Personnel are presumed to have Inside Information by virtue of their employment or association with the Company.

i. Scheduled Blackout Periods and Quiet Periods

Certain Company Personnel are prohibited from trading in Cronos Securities during the period:

- commencing on the day that is two weeks prior to the end of the last month of each fiscal quarter or fiscal year; and
- ending 1 trading day after a press release has been issued in respect of the Company's interim or annual financial statements.

Company Personnel subject to the scheduled blackout periods above include all Sensitive Company Personnel subject to the pre-clearance requirements below and personnel who have access to financial or earnings-related information of the Company.

The Company also observes a quiet period prior to the release of quarterly or annual financial statements, during which it will not initiate or participate in any meetings or telephone contacts with analysts or investors, subject to limited exceptions, or provide guidance or comments on the current quarter's expected operating or financial performance. Refer to the Communications Policy for more information on the Company's observance of quiet periods.

An Insider Trading Policy Administrator will circulate a reminder of the scheduled blackout period on or about the first day of each blackout period via email to those subject to scheduled blackout periods. It is your responsibility to ensure that you take note of these scheduled blackout periods and abide by them. **You will not receive multiple reminders of these blackout periods.**

Even if a blackout period is not in effect, at no time may you trade in Cronos Securities if you are in possession of Inside Information. Do not assume that the Company will notify you when it believes you are in possession of Inside Information.

ii. Ad Hoc Blackout Periods

Additional blackout periods may be prescribed from time to time by the Company at any time when it is determined that certain Company Personnel may be in possession of Inside Information. Examples include when an announcement of a transaction or change is imminent that would reasonably be expected to have an impact on the price or value of Cronos Securities (e.g., announcement of a material strategic acquisition).

All Company Personnel who have knowledge of such Inside Information will be covered by such ad hoc blackout periods. Ad hoc blackout periods will be communicated to the affected Company Personnel via email.

The existence of an ad hoc blackout period itself may constitute Inside Information and must be kept strictly confidential.

iii. Discretionary Exemptions

Company Personnel subject to a blackout period who wish to trade Cronos Securities may apply to an Insider Trading Policy Administrator for an exemption from this Policy which permits them to trade Cronos Securities during the blackout period, including through use of an automatic securities disposition plan that complies with applicable securities laws. Any such request should describe the nature of and reasons for the proposed trade. The Insider Trading Policy Administrator will consider such requests on a case-by-case basis and inform the individual whether or not the proposed trade may be made (or plan entered into). The individual may not make any such trade until he or she has received the specific approval from an Insider Trading Policy Administrator.

You are reminded that, notwithstanding any approval of a trade by an Insider Trading Policy Administrator, the ultimate responsibility for complying with this Policy and applicable laws and regulations rests with you.

Sensitive Company Personnel – Trading Pre-Clearance

Certain Company Personnel are designated as “Sensitive” (“**Sensitive Company Personnel**”) as the functions they perform expose them on a permanent or regular basis to Inside Information with respect to the Company’s operations, business and financial results.

To assist such Sensitive Company Personnel to avoid any trade in Cronos Securities that may contravene or be perceived to contravene applicable securities laws, such individuals are required to notify, and obtain written pre-clearance from, an Insider Trading Policy Administrator of any proposed trade **before effecting the trade** to confirm that there is no Inside Information that has not been generally disclosed to the public.

See below for more detailed instructions on the required procedures. This applies to all trades by Sensitive Company Personnel and their Related Persons.

i. Sensitive Company Personnel Requiring Pre-Clearance

The following Company Personnel are designated as “**Sensitive**”:

- All Company Personnel who are required to report their trading activities on SEDI (i.e. Canadian Reporting Insiders (as defined below)). These include: all members of the Company’s Board of Directors, all executive officers of the Company and anyone who owns 10% or more of the Company’s outstanding common shares;
- Any Company Personnel who are required to file reports under Section 16 of the Exchange Act (i.e. U.S. Reporting Insiders (as defined below)). These include all members of the Company’s Board of Directors, certain officers of the Company, and anyone who owns 10% or more of the Company’s outstanding common shares;
- Regional general managers, CEOs of subsidiaries or affiliates, and heads of departments;
- Any member of the Legal Department;
- Any member of the Finance Department; and
- Any other individual that is notified by an Insider Trading Policy Administrator that he or she is designated as “Sensitive” and that his or her trading activities in Cronos Securities will be subject to the pre-clearance requirements in this Policy.

The Company will from time to time review the individuals designated as “Sensitive” depending on the organization and business of the Company. The Legal Department maintains a list of those individuals at the Company that have been designated as “Sensitive.”

Managers must inform the Administrators of any Company Personnel (including third parties, temporary or contract employees or others) who may have access to Inside Information. In the case of consultants, secondees, interns or other third-party service providers, the Company Personnel responsible for the third-party provider is responsible for ensuring that such provider is aware of the Policy and abides by its requirements.

ii. Trading Pre-Clearance Procedures

Sensitive Company Personnel wishing to obtain pre-clearance to conduct any trade in Cronos Securities are required to follow the procedure set out below:

- Complete the pre-clearance request form available on CRONet.
- Such a request must be made sufficiently far in advance of the date of the proposed trade and at least **3 trading days in advance of the proposed trade** for the request to be properly reviewed.
- If you have requested pre-clearance for a proposed trade and you have not received pre-clearance, **you may not proceed with the trade.**
- Once you receive pre-clearance, you have 5 trading days (the “**Trading Window**”) within which you must make your trade. If the trade is not made within the Trading Window, you **must re-apply for pre-clearance.**
- Even after you receive pre-clearance, if events or circumstances concerning the Company emerge that would constitute Inside Information, the Trading Window terminates immediately if you acquire any new Inside Information, in which case you will not be able to complete the trade until further notice or completing the pre-clearance procedures herein in respect of the new Inside Information.
- Any information relating to Trading Windows or whether pre-clearance is granted or rejected is itself Inside Information that should not be discussed or disclosed to anyone.

It is your responsibility to ensure that you follow the procedures for pre-clearance, including adherence to the Trading Window, set out above. Any failure to follow such procedures may be subject to disciplinary action.

Upon request of the Company, Sensitive Company Personnel will be required to provide an annual confirmation that they and their Related Persons have not conducted any transactions in Cronos Securities that were not pre-cleared.

PROHIBITION AGAINST SPECULATION, HEDGING AND SHORT-SELLING

Certain types of trades in Cronos Securities by Company Personnel can raise particular concerns about potential breaches of applicable securities law or that the interests of the persons making the trade are not aligned with those of the Company. Company Personnel are therefore prohibited at any time from, directly or indirectly, undertaking any of the following activities:

- speculating in Cronos Securities, which may include buying with the intention of quickly reselling such securities, or selling such securities with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under the Company's stock option plan or any other Company benefit plan or arrangement);
- buying the Cronos Securities on margin (unless an exemption has been granted);
- short selling a Cronos Security or any other arrangement that results in a gain only if the value of Cronos Securities declines in the future;
- buying or selling a "call option" giving the holder an option to purchase Cronos Securities;
- buying or selling a "put option" giving the holder an option to sell Cronos Securities; and
- purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange traded funds, that are designed to hedge or offset a decrease in the market value of Cronos Securities (or equivalents such as share units, the value of which is derived from Cronos Securities) held, directly or indirectly, by such Company Personnel, including equity securities granted as compensation.

Short-Swing Profits

Directors and executive officers of the Company must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Exchange Act. In order to discourage directors and officers from profiting through short-term trading transactions in equity securities of the Company, Section 16(b) of the Exchange Act requires that any "short-swing profits" be disgorged to the Company. "Short swing profits" are the profits, whether real or notional, that result from any purchase and sale (or sale and purchase) of the Company's equity securities within a six-month period, unless there is an applicable exemption for either transaction. It is important to note that this rule applies to any matched transactions in the Company's securities (including derivative securities), not only a purchase and sale (or sale and purchase) of the same shares, or even of the same class of securities. Furthermore, pursuant to the SEC's rules, profit is determined so as to maximize the amount that the director or officer must disgorge, and this amount may not be offset by any losses realized. "Short-swing profits" may exceed economic profits.

Company Personnel are prohibited from pledging the Company's securities as collateral for a loan. The Insider Trading Policy Administrators may grant exemption to this prohibition on a case-by-case basis and subject to specific requirements and criteria that the Company may enforce to prevent any disposition of Company Securities by Company Personnel while in possession of Inside Information.

In order to avoid inadvertent conflict with this Policy and contravention of applicable securities laws, Company Personnel should not place standing orders with a broker to trade in Cronos Securities. Standing orders leave Company Personnel without any control over the timing of the transaction, which could be executed by the broker when the Company Personnel is aware of Inside Information. With the exception of managed accounts (as discussed above), Company Personnel are also cautioned not to provide others (such as brokers) with discretion to make purchases or dispositions of Cronos Securities on behalf of Company Personnel, as for securities law purposes such trades are considered to be those of the Company Personnel.

Any trading plan with a broker or a bank involving Cronos Securities by Sensitive Company Personnel must be pre-approved by an Insider Trading Policy Administrator to ensure that such trading plans comply with all applicable securities laws e.g. Rule 10b5-1 trading plans (please refer to “Rule 10b5-1 Trading Plans” below). The Company may require that such plans be put in place with a designated broker.

All Company Personnel are strictly prohibited from communicating Inside Information to any person, unless:

- disclosure is in the necessary course of the Company's business provided that:
 - the person receiving such information first enters into a confidentiality agreement in favor of the Company;
- disclosure is compelled by law (which only the Legal Department will advise on); or
- the disclosure is expressly authorized by the appropriate senior executive management, the Board of Directors or a committee of the Board of Directors pursuant to the Company's Disclosure Policy.

Subject to the above, all Inside Information must be kept strictly confidential by all Company Personnel until after it has been generally disclosed to the public – generally one trading day after release via a press release or similar method. Discussing Inside Information within the hearing of, or leaving it exposed to, any person who has no need to know is to be avoided at all times.

Company Personnel are prohibited from recommending or encouraging any other person to trade in Cronos Securities.

If you have any doubt with respect to whether any information is Inside Information or whether disclosure of Inside Information, or recommending or encouraging trading in Cronos Securities, is in the necessary course of business, you should contact the Legal Department or an Insider Trading Policy Administrator.

In the course of the Company's business, Company Personnel may obtain information about another publicly-traded issuer that has not been generally disclosed to the public, including such an issuer in respect of which the Company is considering or evaluating whether, or proposing, to (a) make a take-over bid, (b) become a party to a reorganization, amalgamation, merger, arrangement or similar business combination, or (c) acquire a substantial portion of the property.

The restrictions set out in this Policy apply to all Company Personnel with respect to trading in the securities of another issuer while in possession of such information, communicating such information to any person, and recommending or encouraging any person to trade in securities of such issuer, whether such issuer's securities are publicly-traded within Canada, the United States or another jurisdiction.

To be clear, all Sensitive Company Personnel will be informed whether proposed trades by them and their Related Persons in certain publicly traded issuers will be subject to black-out periods or pre-clearance requirements if at any time, as a result of the Company's business or operations, there is access to such Inside Information by such Company Personnel of such issuers that would make trading in securities of such issuers inconsistent with the requirements of securities laws.

It is the Company's policy to not award grants of stock options in advance of the release of Inside Information or time the public release of such information based on stock option grant dates. Executive officers are not permitted to choose the grant date for their individual stock option grants.

Stock options may not be granted during a blackout period or within the period beginning four trading days prior to the filing or furnishing of a Form 8-K that discloses Inside Information and ending one trading day after the filing or furnishing (or, if later, the date the Company has knowledge of the applicable triggering event) of such report (a "**Filing Window**"). In the event that the Compensation Committee approves a grant of stock options during a Filing Window, the stock option grants will not be effective until after the first trading day following Filing Window.

Section 3: Reporting and Penalties

REPORTING REQUIREMENTS

Canadian Reporting Requirements

The directors, certain officers and certain other employees of the Company are “**Canadian Reporting Insiders**” under applicable securities laws. Canadian Reporting Insiders are required to file reports (generally within 5 days) of any direct or indirect beneficial ownership of, or control or direction over, Cronos Securities and of any change in such ownership, control or direction with Canadian provincial securities regulators pursuant to the electronic filing system known as SEDI.

In addition, Canadian Reporting Insiders must also file reports in respect of interest in, or right or obligation associated with, a related financial instrument (i.e., a derivative) involving Cronos Securities, as well as any monetization transaction, secured loan with recourse limited to Cronos Securities, or similar arrangement, trade or transaction that changes the Canadian Reporting Insider’s economic exposure to or interest in Cronos Securities, which may not necessarily involve a purchase or sale.

Certain Company Personnel may also be Canadian Reporting Insiders of any publicly-traded issuers within Canada of which the Corporation is a major subsidiary or a significant shareholder.

The Company will assist any Canadian Reporting Insider in the preparation and filing of insider reports upon a timely request, however, it is the responsibility of each Canadian Reporting Insider (and not the Company or its advisers) to comply with these reporting requirements. Canadian Reporting Insiders are required to provide the Insider Trading Policy Administrators with a copy of any insider report completed by the Canadian Reporting Insider concurrent with or in advance of its filing.

Some officers of the Company may be eligible to be exempted by applicable securities law from the requirements to file insider reports.

A person that is uncertain as to whether he or she is a Canadian Reporting Insider of the Company or any other issuer of which the Company is a subsidiary or a shareholder or whether he or she may be eligible to be exempted from these requirements should contact an Insider Trading Policy Administrator. Canadian Reporting Insiders who are exempted from these requirements remain subject to all of the other provisions of applicable securities law and this Policy.

U.S. Reporting Requirements

Section 16(a) of the Exchange Act requires directors, certain officers and 10% beneficial owners (the “**U.S. Reporting Insiders**”) of Cronos Securities to file reports with the SEC disclosing their beneficial ownership of Cronos Securities and changes to such beneficial ownership. Most changes in beneficial ownership are required to be disclosed on a Form 4 before 10:00 p.m., Eastern Time on the second business day following the date of the transaction. To ensure that the proper disclosures are made in a timely manner, preclearance of transactions involving Cronos Securities is required as described above under “*Sensitive Company Personnel – Trading Pre-Clearance Procedures*”.

The reporting requirements under Section 16 of the Exchange Act and the rules promulgated thereunder are very complex and, accordingly, legal advice should be obtained prior to filing any report with respect to the sale or purchase of Cronos Securities.

The filing of reports on Forms 3, 4 and 5 are the personal responsibility of each insider. The SEC has the authority to fine delinquent filers. In addition, the Company and its insiders are subject to certain consequences for non-compliance with these reporting requirements. For example, the Company is required to disclose in its proxy statement and its Form 10-K the number of delinquent reports of an insider, the name of such insider and the transactions by such insider that were not timely reported.

While SEC rules impose the obligation for preparing and filing these reports upon the insider, the Company intends to assist the insider in complying with his or her obligation by preparing and filing these forms on behalf of, and at the direction of, the insider as provided for in a power of attorney executed by the insider.

Short-Swing Profits

Directors and officers of the Company subject to Section 16 must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Exchange Act. Please refer to “*Prohibition Against Speculating, Short-Selling and Hedging*” above.

PENALTIES UNDER SECURITIES LAWS

Insider Trade Reporting

Failure to file an accurate insider report within the required time period is also an offence under securities laws and may result in one or more of the following:

- the imposition of a late filing fee;
- the Reporting Insider being identified as a late filer (i) on a public database of late filers maintained by certain securities regulators and (ii) in the Company's annual report on Form 10-K or annual proxy statement (the Company would also be required to list, in the annual report on Form 10-K or annual proxy statement, the number of reports and transactions that were not timely filed by such U.S. Reporting Insider);
- the issuance of a cease trade order that prohibits the Canadian Reporting Insider from directly or indirectly trading in or acquiring securities or related financial instruments of the applicable issuer or any publicly traded issuer in Canada until the failure to file is corrected or a specified period of time has elapsed; or
- in appropriate circumstances, enforcement proceedings.

The SEC has adopted a safe harbor rule, Rule 10b5-1 (“**Rule 10b5-1**”) under the Exchange Act, which provides a defense against insider trading liability for trades that are effected pursuant to a pre-arranged trading plan that meets specified conditions. . A Rule 10b5-1 trading plan must comply with the requirements of Rule 10b5-1(c) under the Exchange Act, as may be adopted or amended from time to time by the SEC.

After adopting a valid Rule 10b5-1 plan in accordance with the specified in Rule 10b5-1, the insider will have an affirmative defense that a sale under the plan was not made “on the basis of” material non-public information.

The Company will treat the creation, modification or termination of a pre-planned trading program or arrangement established to meet the requirements of Rule 10b5-1 as a transaction subject to the blackout period rules set forth in Section 2 (“Blackout Periods”) of this Policy. Transactions effected pursuant to a properly established Rule 10b5-1 plan, however, will not be subject to the blackout periods under Section 2 (“Blackout Periods”) of this Policy.

The Company will treat the creation, modification or termination of a pre-planned trading program or arrangement established to meet the requirements of Rule 10b5-1 as a transaction subject to pre-clearance under Section 2 (“Sensitive Company Personnel – Trading Pre-Clearance”) of this Policy at the time the plan is established, modified or terminated. Persons subject to the pre-clearance policy should coordinate any such plans or arrangements with an Insider Trading Policy Administrator. Even though each transaction effected under a Rule 10b5-1 plan does not need to be pre-cleared, it nonetheless must be made in accordance with applicable securities laws and must be reported as described in Section 3 (“Reporting Requirements”) above.

Note that the Company is required to disclose on Forms 10-Q and 10-K (as applicable) whether any Section 16 director or officer has adopted, modified or terminated a Rule 10b5-1 plan or non-Rule 10b5-1 trading arrangement and provide a description of the material terms of each such plan, including the name and title of the director or officer; the date the plan was adopted, modified or terminated; the plan’s duration; and the total amount of securities to be purchased or sold under the plan. The Company is not required to disclose pricing terms.

Should you have any questions or wish information concerning the above, please contact an Insider Trading Policy Administrator at [***].

Section 4: Schedules and Appendices

SCHEDULE A SUMMARY OF PROHIBITIONS AGAINST INSIDER TRADING

1. Introduction

- 1.1 This section briefly summarizes the prohibitions against insider trading contained in the *Securities Act* (Ontario) (the “**OSA**”) and the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**). Insider trading legislation has also been enacted in most other provinces of Canada. Reference should be made to the full text of applicable laws.

2. Prohibitions Against Insider Trading

- 2.1 The OSA prohibits a person or company in a “special relationship” with a reporting issuer from purchasing or selling securities of the issuer with knowledge of a material fact or material change with respect to that issuer that has not been generally disclosed. For the purposes of the OSA, a fact or change is material if it would reasonably be expected to have a significant effect on the market price or value of any of the securities of the reporting issuer.
- 2.2 The OSA also prohibits a person or company in a special relationship with a reporting issuer from informing another person or company (other than in the necessary course of business) of a material fact or material change with respect to a reporting issuer before it has been generally disclosed.
- 2.3 The OSA also prohibits a person or company that proposes to make a take-over bid for the securities of a reporting issuer or to become a party to a reorganization, amalgamation or other business combination with the reporting issuer or that proposes to acquire a substantial portion of its property from informing another person or company of undisclosed material information with respect to the issuer except in the necessary course of business to effect the take-over bid, business combination or acquisition.
- 2.4 The OSA also prohibits a person or company (a “**tippee**”) who learns of undisclosed material information regarding a reporting issuer from any other person or company in a special relationship with that issuer, including another tippee, and who knows or ought reasonably to have known that the other person or company was in a special relationship with the issuer from purchasing or selling securities of the issuer or from informing another person or company of the undisclosed material information.
- 2.5 The prohibitions contained in the OSA against insider trading only apply to persons or companies that are in a special relationship with the reporting issuer. The concept of a special relationship with the reporting issuer is defined broadly in the OSA to include, among others, any director, officer or employee of the reporting issuer, any person or company who beneficially owns, directly or indirectly, or exercises control or direction over securities carrying more than 10% of the voting rights attaching to the outstanding voting securities of the reporting issuer (a “**10% shareholder**”), any director or senior officer of any of the subsidiaries or 10% shareholders of the reporting issuer, any “tippee” and every person or company (and its directors, officers and employees) that is engaging in or proposes to engage in any business or professional activity with or on behalf of the reporting issuer.
- 2.6 The Exchange Act prohibits any director, officer, employee or other insider (including any tippee, who “inherits” the tipper’s duty) from purchasing or selling any security while in possession of undisclosed material information, or from informing any other person or company of that information in connection with a trade in such a security, unless such person discloses such material information to the public. In practical terms, this “abstain or disclose” rule means “abstain”. To be effective, disclosure must result in dissemination broad enough to inform the public trading in the security of the material information and, since most individuals cannot effect adequate dissemination themselves (and would often be breaching a duty to the company in so doing), they effectively must not purchase or sell securities of that company. If there is a substantial likelihood that a reasonable investor would consider information important in determining whether to purchase, sell or hold securities, such information constitutes material information for the purposes of this prohibition.

3. Penalties and Civil Liability for Insider Trading Violations

- 3.1 The OSA provides that every person or company who contravenes the insider trading provisions of the OSA may be liable for a fine in an amount not less than the profit made or loss avoided by the person or company by reason of the contravention and not more than the greater of \$5,000,000 and three times the profit made or loss avoided. A violation of the insider trading provisions also may result in imprisonment for a term of up to five years less a day.
- 3.2 The OSA also provides that a person or company in a special relationship with a reporting issuer who purchases or sells securities of that reporting issuer while in the possession of undisclosed material information with respect to that issuer also may be liable to compensate the seller or purchaser of the securities, as the case may be, for damages suffered as a result of the trade. In addition, certain persons in a special relationship with a reporting issuer who violate the insider trading rules are accountable to the reporting issuer for any benefit or advantage received or receivable by them.
- 3.3 Any person or company who contravenes the tipping provisions of the OSA is liable to compensate any person or company that thereafter sells securities of the reporting issuer to, or purchases securities of the reporting issuer from, the person or company that received the information.
- 3.4 Under the Exchange Act, the United States Securities and Exchange Commission (the “SEC”) may seek an order compelling any person who contravenes the insider trading provisions of the Exchange Act to disgorge any profit gained as a result of the unlawful activity. In addition, the personal consequences of illegally trading securities using MNPI can be severe and the penalties can include possible imprisonment and significant fines.

SCHEDULE B
COMMON EXAMPLES OF POTENTIAL INSIDE INFORMATION

The following examples are not exhaustive.

- proposed major reorganizations, amalgamations, or mergers
- proposed significant public or private sale of additional securities
- planned significant repurchases or redemptions of securities
- planned stock splits or offerings of warrants or rights to buy shares
- proposed share consolidation, share exchange, or stock dividend
- proposed significant acquisitions or dispositions of assets or subsidiaries
- proposed significant acquisitions of other companies
- bankruptcy or receivership
- changes to executive management or control of the company
- commencement of, or developments in, material legal proceedings or regulatory matters
- proposed listing or de-listing of company securities on a quotation system or exchange
- pending change in the company's auditors
- results of the submission of matters to a vote of securityholders
- borrowing or lending of a significant amount of money outside the ordinary course of business
- defaults under material obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- significant new credit arrangements
- any other development that significantly affects or is expected to significantly affect the company's financial condition, financial performance, cash flows or objectives

APPENDIX 1: POLICY REVISION HISTORY

SUBSIDIARIES OF CRONOS GROUP INC.
As of December 31, 2024

Subsidiaries	State or other jurisdiction of incorporation or organization
Cronos Growing Company Inc.	Canada
Hortican Inc.	Canada
Peace Naturals Project Inc.	Canada
Cronos Research Labs Ltd.	Israel
Cronos Israel G.S. Store Ltd.	Israel
Cronos Israel G.S. Cultivation Ltd.	Israel
Cronos Israel G.S. Pharmacy Ltd.	Israel
Cronos Israel G.S. Manufacturing Ltd.	Israel
Cronos USA Holdings Inc.	Delaware, USA
Cronos USA Client Services LLC	Delaware, USA

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Cronos Group Inc.

We consent to the incorporation by reference in the registration statements (No. 333-237528 and No. 333-226131) on Form S-8 of our reports dated February 29, 2024, with respect to the consolidated financial statement included in this Annual Report on Form 10-K.

/s/ KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

February 27, 2025
Vaughan, Canada

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 (No. 333-237528 and No. 333-226131) of Cronos Group Inc. of our reports dated February 27, 2025, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, appearing in the Annual Report on Form 10-K of Cronos Group Inc. for the year ended December 31, 2024.

/s/ DAVIDSON & COMPANY LLP

Vancouver, Canada

Chartered Professional Accountants

February 27, 2025

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Michael Gorenstein, certify that:

1. I have reviewed this Annual Report on Form 10-K of Cronos Group Inc.;
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.
- /s/ Michael Gorenstein

Michael Gorenstein
President and Chief Executive Officer
(Principal Executive Officer)

Date: February 27, 2025

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, James Holm, certify that:

1. I have reviewed this Annual Report on Form 10-K of Cronos Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ James Holm

James Holm

Chief Financial Officer

(Principal Financial Officer)

Date: February 27, 2025

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K for the fiscal year ended December 31, 2024 of Cronos Group Inc. (the “Company”) as filed with the U.S. Securities and Exchange Commission (the “SEC”) on the date hereof (the “Report”), I, Michael Gorenstein, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael Gorenstein

Michael Gorenstein
President and Chief Executive Officer
(*Principal Executive Officer*)

Date: February 27, 2025

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K for the fiscal year ended December 31, 2024 of Cronos Group Inc. (the “Company”) as filed with the U.S. Securities and Exchange Commission (the “SEC”) on the date hereof (the “Report”), I, James Holm, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James Holm

James Holm

Chief Financial Officer

(Principal Financial Officer)

Date: February 27, 2025

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

This certification accompanies the Form 10-K to which it relates, is not deemed filed with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.