FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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| Washington, | D.C. | 20549 | |
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| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | |
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| OTATEMENT OF OTTAINGED IN BENEFICIAL OWNERORM | |

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

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

| | | | | | | | | | | | inpurity 7 tot t | | | | | | | |
|---|---|--|--|----------|--|-------------------|----------------------|---------------------------------|--|----------|--|------------------|---------------------------|-----------------------|--------------------------------------|--|--|-------------|
| Name and Address of Reporting Person* JACOBSON JEFFREY DAVID | | | 2. Issuer Name and Ticker or Trading Symbol Cronos Group Inc. [CRON] | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
| <u>JACOBSO</u> | JN JEFF. | <u>KEY DAVID</u> | | | 1 | 01101 | o orou p | | <u>.</u> [0110 | | | | | Director | | | 10% Ov | ner |
| /L got\ | /Firet | \ | (iddla) | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | X | Officer (g below) | ive title | | Other (specify below) | | | | |
| (Last) | (First |) (IV | liddle) | | 03/ | 15/20 |)23 | | | | | | | C | Chief Growth Officer | | | |
| 111 PETER | STREET, S | SUITE 300 | | | | | | | | | | | | | | | | |
| | | | | | 4. If | Amer | ndment, Da | ate of | Original F | iled (l | Month/Day | /Year) | 6. Ind | ividual or Joii | nt/Group | Filing (0 | Check Appl | cable Line) |
| (Ctroot) | | | | | | | | | | | | | X | Form file | d by One | Report | ing Person | |
| (Street) TORONTO | A6 | M | I5V 2H1 | | | | | | | | | | | Form file | d by More | e than C | one Report | ng Person |
| | | | | | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | |
| (City) | (State | e) (Z | ip) | | 1_ | | | | | | | | | | | | | |
| | | | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | tisfy the | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| 1. Title of Seci | urity (Instr. 3 |) | | 2. Trans | saction | action 2A. Deemed | | 3. 4. Securities Acquired (A) o | | | (A) or | or 5. Amount of | | 6. Ownership | | 7. Nature of | | |
| Date | | | /Day/Year) i | | Execution Date, if any (Month/Day/Year) | | Transaction Disposed | | d Of (D) (Instr. 3, 4 and | | Securities Beneficially Following | | | Direct Indirect | ndirect Beneficial Dwnership | | | |
| | | | | (| | , | | 9, | | <u> </u> | | Reported | | | | Instr. 4) | | |
| | | | | | | Code | ٧ | Amount (A) or (D) | | Price | Transaction(s) (Instr. 3 and 4) | | | | | | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | |
| | | | | (e.g., | puts, | call | s, warra | ints. | , option | s, c | onvertit | ole secur | ities) | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | | 4. Transaction Code (Instr. | | Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | ying Derivative | | er of /e es ally ng d | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | | | | | Amount | | (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exercisal | | Expiration Date | Title | or Number of Shares | | | | | |
| RESTRICTED STOCK UNITS | (1) | 03/15/2023 | | | A | | 177,573 | | (2) | | (2) | COMMON SHARES | 177,573 | \$0 | 260,5 | 534 | D | |

Explanation of Responses:

- $1. \ Each \ restricted \ stock \ unit \ ("RSU") \ represents \ a \ contingent \ right \ to \ receive \ one \ common \ share \ of \ Cronos \ Group \ Inc.$
- 2. The RSUs vest in three substantially equal annual installments beginning March 15, 2024, subject to continued employment through each applicable vesting date

Remarks:

/s/ Aaron Werner, as attorney-in-03/21/2023 fact for Jeffrey D. Jacobson

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.