CRONOS GROUP INC.

NOTICE OF 2020 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD THURSDAY, JUNE 25, 2020

NOTICE HEREBY IS GIVEN that the 2020 Annual and Special Meeting (the "Annual and Special Meeting") of the holders (the "Shareholders") of common shares ("Shares") of Cronos Group Inc. (the "Company") will be held on Thursday, June 25, 2020 at 10:00 a.m., Toronto time, via live audio webcast online at https://web.lumiagm.com/287809092. The Annual and Special Meeting will be held for the following purposes:

1. the receipt of the audited consolidated financial statements of the Company as at and for the fiscal year ended December 31, 2019 and the auditors' reports thereon;

2. the election to the board of directors of the Company (the "Board of Directors") of the seven directors named in the attached Proxy Statement;

3. the adoption of an advisory (non-binding) resolution on the compensation of the Company's named executive officers as disclosed in the attached Proxy Statement;

4. the adoption of an advisory (non-binding) resolution on the frequency of future "say on pay" votes as described in the attached Proxy Statement;

5. the adoption of an ordinary resolution approving the 2020 Omnibus Equity Incentive Plan of the Company, as described in the attached Proxy Statement;

6. the adoption of a special resolution (the "Continuance Resolution") authorizing the Company to make an application for the continuance (the "Continuance") of the Company from the laws of the Province of Ontario to the laws of the Province of British Columbia and approving the notice of articles and articles of the continued company, as described in the attached Proxy Statement;

7. the appointment of KPMG LLP to serve as the independent registered public accounting firm for the fiscal year ending December 31, 2020 and to authorize the Board of Directors to fix KPMG LLP's remuneration; and

8. such other business as may properly come before the Annual and Special Meeting or any adjournments or postponements thereof.

The Board of Directors is not aware of any other business to be presented to a vote of the Shareholders at the Annual and Special Meeting.

This year, given the unprecedented public health impact of the coronavirus disease 2019 (COVID-19), and to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, we will hold our Annual and Special Meeting in a virtual only format, which will be conducted via live audio webcast. Registered Shareholders and duly appointed proxyholders, including non-registered Shareholders who have duly appointed themselves as proxyholder, will have an equal opportunity to participate in the Annual and Special Meeting online regardless of their geographic location, including asking questions and voting, all in real time, provided they are connected to the Internet and comply with all of the requirements set out in the attached Proxy Statement.

The Board of Directors has fixed 5:00 p.m., Toronto time, on April 27, 2020 as the record date for determining the Shareholders entitled to notice of, and to vote at, the Annual and Special Meeting and any adjournments or postponements thereof.

Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to listen to the Annual and Special Meeting as guests, but guests will not be able to ask questions or vote at the Annual and Special Meeting. A Registered Shareholder who wishes to appoint a person other than the management nominees identified on the proxy card must carefully follow the instructions in the attached Proxy Statement and on their proxy card. These instructions include the additional step of registering such proxyholder with the Company's transfer agent and registrar, TSX Trust Company, after submitting their proxy card. Failure to register the proxyholder with TSX Trust Company will result in the proxyholder not receiving a control number to participate in the Annual and Special Meeting and only being able to listen to the Annual and Special Meeting as a guest.

Registered Shareholders as of 5:00 p.m., Toronto time, on the record date of April 27, 2020 may exercise their right to vote by completing and submitting the proxy card provided to you. To be effective, the proxy must be received by the Company's transfer agent and registrar, TSX Trust Company, prior to 10:00 a.m., Toronto time on June 23, 2020 or, in the case of any adjournment or postponement of the Annual and Special Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment or postponement. Registered Shareholders may also vote their Shares by participating in the Annual and Special Meeting. Detailed instructions on how to complete and return proxies or vote by facsimile or electronically using the facsimile and Internet voting procedures are provided in the attached Proxy Statement.

Non-registered Shareholders, including those who hold Shares in the name of a bank, trust company, securities dealer or broker, or other intermediary, will receive a voting instruction form. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it, which may be earlier than the deadline for registered Shareholders and whether facsimile or Internet voting options are available. If you do not receive such voting instructions or are unsure about anything in such voting instructions, contact your bank, trust company, securities dealer or broker, or other intermediary through which you hold your Shares.

Registered Shareholders have the right to dissent with respect to the Continuance Resolution and, if the Continuance is implemented, to be paid the fair value of their Shares in accordance with the provisions of section 185 of the *Business Corporations Act* (Ontario) (the "OBCA"). A registered Shareholder wishing to exercise rights of dissent with respect to the Continuance Resolution must send to the Company a written objection to the aforementioned resolutions and must strictly comply with the dissent procedures prescribed by the OBCA. A Shareholder's right to dissent is more particularly described in the attached Proxy Statement. A copy of the text of section 185 of the OBCA is set forth in Appendix G to the Proxy Statement.

WHETHER OR NOT YOU EXPECT TO ATTEND THE VIRTUAL ANNUAL AND SPECIAL MEETING, PLEASE SUBMIT YOUR PROXY WITH YOUR VOTING INSTRUCTIONS. YOU MAY VOTE BY FACSIMILE OR INTERNET (BY FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD OR VOTING INSTRUCTION FORM) OR BY MAIL.

By order of the Board of Directors,

Michael Gorenstein

Michael Gorenstein
Chairman, President and Chief Executive Officer

Toronto, Ontario April 28, 2020