

CRONOS GROUP INC.

NOTICE OF 2024 ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD THURSDAY, JUNE 20, 2024

NOTICE IS HEREBY GIVEN that the 2024 Annual Meeting (the “Annual Meeting”) of the holders (the “Shareholders”) of common shares (“Shares”) of Cronos Group Inc. (the “Company”) will be held on Thursday, June 20, 2024 at 11:00 a.m., Eastern time, via live audio webcast online at www.virtualshareholdermeeting.com/CRON2024. The Annual 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, 2023 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 to approve the compensation of the Company’s named executive officers as disclosed in the attached Proxy Statement;
4. the appointment of the Company’s independent registered public accounting firm to serve as the Company’s independent auditor for the fiscal year ending December 31, 2024 and to authorize the Board of Directors to fix the independent auditor’s remuneration;
5. the approval of any adjournment of the Annual Meeting to a later date to be determined by the Chair of the Annual Meeting, if necessary, to permit the Company to complete the search for a successor auditor; and
6. such other business as may properly come before the Annual 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 Meeting.

The items of business are described more fully in the accompanying Proxy Statement. Consistent with last year, in order to reduce printing and mailing costs and as a matter of good environmental stewardship, we will be providing access to the proxy materials over the Internet under the U.S. Securities and Exchange Commission’s “notice and access” rules. As a result, on or about May 9, 2024, we are sending to most of the Shareholders a notice of availability of proxy materials instead of a paper copy of the Proxy Statement and our Annual Report for the fiscal year ended December 31, 2023. Shareholders that would like to receive a paper copy may do so by following the instructions in the Proxy Statement.

Consistent with last year, we will hold our Annual 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 a proxyholder, will have an equal opportunity to participate in the Annual 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. Rules of conduct for the Annual Meeting will be posted on the virtual meeting site for the convenience of Shareholders.

The Board of Directors has fixed 5:00 p.m., Eastern time, on April 25, 2024 as the record date for determining the Shareholders entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof.

Non-registered Shareholders who have not duly appointed themselves as a proxyholder will be able to listen to the Annual Meeting as guests, but guests will not be able to ask questions or vote at the Annual Meeting. A registered Shareholder who wishes to appoint a person, other than the Board nominees identified on the proxy card, as a proxy must carefully follow the instructions in the attached Proxy Statement and on such registered Shareholder’s proxy card. These instructions include the additional step of registering such proxyholder with the Company by following the instructions in such registered Shareholder’s proxy card. Failure to register the proxyholder will result in such proxyholder not being able to participate in the Annual Meeting and only being able to listen to the Annual Meeting as a guest.

Registered Shareholders as of 5:00 p.m., Eastern time, on the record date of April 25, 2024 may exercise their right to vote by completing and submitting the proxy card provided to them. To be effective, the proxy must be received by Broadridge prior to 11:59 p.m., Eastern time, on June 18, 2024 or, in the case of any adjournment or postponement of the Annual Meeting, prior to 11:59 p.m., Eastern time, on the date that is two business days before the date of the adjourned or postponed meeting. Registered Shareholders may also vote their Shares by participating in the Annual Meeting. Detailed instructions on how to complete and return proxies or vote by telephone or electronically using the telephone 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 telephone 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.

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

By order of the Board of Directors,

A handwritten signature in black ink, reading "Michael Gorenstein". The signature is written in a cursive, flowing style.

Michael Gorenstein

Chairman, President and Chief Executive Officer

Toronto, Ontario

April 26, 2024

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on June 20, 2024.

Our Notice of Annual Meeting, Proxy Statement, Annual Report for the fiscal year ended December 31, 2023 and any other proxy soliciting materials we use are available at <https://ir.thecronosgroup.com/financial-information/annual-meeting>.

We are making the Proxy Statement and the form of proxy first available on or about May 9, 2024.