

June 15, 2026

In the Matter of
the Securities Legislation of
Ontario (the **Jurisdiction**)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
Cronos Group Inc. (the **Filer**)

Decision

Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction (the **Legislation**) that the requirements contained in the Legislation relating to issuer bids (the **Issuer Bid Requirements**) shall not apply to purchases of the Filer's common shares (the **Common Shares**) made by the Filer through the facilities of the Nasdaq Stock Market (the **NASDAQ**) and other United States-based trading systems (such trading systems, together with NASDAQ, the **U.S. Markets**) pursuant to any issuer bid made in the normal course that is approved by the Toronto Stock Exchange (the **TSX**) and that is commenced within 36 months from the date of this decision (each such bid an **Exempt Bid** and together the **Exempt Bids**, and such exemption, the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this Application; and
- (b) the Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in Alberta, British Columbia, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador (collectively, and together with Ontario, the **Reporting Jurisdictions**), and Quebec, Northwest Territories, Yukon and Nunavut.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, MI 11-102 and National Instrument 62-104 *Take-Over Bids and Issuer Bids* (**NI 62-104**) have the same meaning if used in this decision, unless otherwise defined herein.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer was incorporated under the laws of Ontario and subsequently continued under the laws of British Columbia, with its head office in Stayner, Ontario. The Ontario Securities Commission was selected as principal regulator because the primary corporate offices of the Filer are located in the Province of Ontario.
2. The Filer is a reporting issuer in each of the Reporting Jurisdictions and is not in default of any requirement of the securities legislation in any of the Reporting Jurisdictions.
3. The Filer is an “SEC issuer” under National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) and relies on and complies with the exemptions from certain continuous disclosure requirements afforded to SEC issuers under NI 51-102.
4. The Common Shares are registered under the United States Securities Exchange Act of 1934, as amended (the **1934 Act**). The Filer is subject to and is in compliance with all requirements applicable to it imposed by the United States Securities and Exchange Commission (the **SEC**), the United States Securities Act of 1933 (the **1933 Act**), as amended, the 1934 Act, the United States Sarbanes-Oxley Act of 2002 and the rules of the NASDAQ.
5. The Filer’s authorized capital stock consists of an unlimited number of Common Shares, with no par value per share. As of May 31, 2026, there were 373,007,900 common shares of the Filer issued and outstanding.
6. The Common Shares are listed on the NASDAQ and the TSX under the symbol “CRON”.
7. Any issuer bid purchases made in the normal course through the facilities of the TSX will be conducted in reliance upon the exemption from the Issuer Bid Requirements set out in subsection 4.8(2) of NI 62-104 (such exemption, the **Designated Exchange Exemption**). The Designated Exchange Exemption provides that an issuer bid made in the normal course through the facilities of a designated exchange is exempt from the Issuer Bid Requirements if the bid is made in accordance with the bylaws, rules, regulations and policies of that exchange. The TSX is a designated exchange for the purposes of the Designated Exchange Exemption.
8. The TSX’s rules governing the conduct of normal course issuer bids (the **TSX NCIB Rules**) are set out, *inter alia*, in sections 628 to 629.3 of Part VI of the TSX Company Manual. The TSX NCIB Rules permit a listed issuer to acquire, over a 12-month period commencing on the date specified in a Notice of Intention to Make a Normal Course Issuer Bid (a **Notice**), up to the greater of (a) 10% of the public float (as defined in the TSX Company Manual) on the date specified in the Notice, or (b) 5% of such class of securities issued and outstanding on the date specified in the Notice by the TSX.
9. Other than purchases made pursuant to Exempt Bids in reliance on this decision, purchases under issuer bids made in the normal course through U.S. Markets and alternative trading systems in Canada are, and will be, conducted in reliance upon the exemption from the Issuer Bid Requirements set out in subsection 4.8(3) of NI 62-104 (the **Other Published Markets**

Exemption), as the U.S. Markets are not “designated exchanges” for the purpose of the Designated Exchange Exemption, and purchases made over the U.S. Markets thus are not exempt under the Designated Exchange Exemption. The Other Published Markets Exemption provides that an issuer bid made in the normal course on a published market, other than a designated exchange, is exempt from the Issuer Bid Requirements if, among other things, the bid is for not more than 5% of the outstanding securities of a class of securities of the issuer, and the aggregate number of securities acquired in reliance on the Other Published Markets Exemption by the issuer and any person acting jointly or in concert with the issuer within any 12-month period does not exceed 5% of the securities of that class outstanding at the beginning of the 12-month period.

10. The Filer's trading volumes on the U.S. Markets are significantly greater than its trading volumes on the TSX and other Canadian trading systems (such trading systems, together with the TSX, the **Canadian Markets**). For the twelve months ended March 31, 2026, an aggregate of 595,448,905 Common Shares were traded over the Canadian Markets and the U.S. Markets, with trading volumes having occurred as follows:
 - (a) 43,381,365 Common Shares (or approximately 7.29% of total aggregate trading) over the facilities of the TSX;
 - (b) 44,439,166 Common Shares (or approximately 7.46% of total aggregate trading) over the Canadian Markets other than the TSX; and
 - (c) 507,628,374 Common Shares (or approximately 85.25% of total aggregate trading) over U.S. Markets.
11. As a significantly higher volume of Common Shares currently trade over the U.S. Markets relative to the TSX, the Filer wishes to have the ability to make repurchases in connection with any Exempt Bids over the U.S. Markets in excess of the maximum allowable in reliance on the Other Published Markets Exemption, up to the maximum authorized and approved by its board of directors and permissible by the TSX.
12. The Exempt Bids will be effected in accordance with all applicable securities laws, including the 1934 Act, the 1933 Act, and the rules of the SEC made pursuant thereto, and any applicable by-laws, rules, regulations or policies of the U.S. Markets on which the purchases are carried out (collectively, the **Applicable U.S. Rules**).
13. In connection with the Exempt Bids, the Filer will rely on the “safe harbour” provided by Rule 10b-18 under the 1934 Act (**Rule 10b-18**) in respect of the provisions of the 1934 Act precluding market manipulation. In order for the Filer to comply with Rule 10b-18, all purchases made by or on behalf of the Filer through the U.S. Markets are required:
 - (a) to be made through only one broker or dealer in any one day;
 - (b) not to be made at the opening of a trading session or during the 10 minutes before the scheduled close of a trading session;
 - (c) not to be made at prices higher than the highest published independent bid or last reported independent transaction price on the relevant U.S. Market (whichever is higher); and

- (d) be in an amount that does not exceed, in any one day, an aggregate amount equal to 25% of the average daily trading volume over the U.S. Markets, calculated in accordance with Rule 10b-18 (provided one block purchase per week may be effected in compliance with Rule 10b-18(b)(4)).
- 14. Purchases of Common Shares by the Filer of up to of up to 5% of the issued and outstanding Common Shares (or, if greater, 10% of the public float) on U.S. Markets are permitted under the Applicable U.S. Rules.
- 15. Under the Applicable U.S. Rules, there is no aggregate limit on the number of Common Shares that may be purchased by the Filer through the facilities of the U.S. Markets.
- 16. The Filer believes that the Exempt Bids will be in the best interests of the Filer.
- 17. The purchase of Common Shares under the Exempt Bids will not adversely affect the Filer or the rights of any of the Filer's security holders and they will not materially affect control of the Filer.
- 18. No other exemptions exist under the Legislation that would permit the Filer to continue to make purchases under the Exempt Bids through the U.S. Markets on an exempt basis once the Filer has purchased, within a 12-month period, 5% of the Common Shares outstanding at the beginning of such period in reliance on the Other Published Markets Exemption.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted, provided that:

- (a) the Exempt Bids are permitted under the Applicable U.S. Rules, and are established and conducted in accordance and compliance with the Applicable U.S. Rules and in reliance on Rule 10b-18;
- (b) the Notice accepted by the TSX in respect of any Exempt Bid that may be implemented by the Filer specifically contemplates that purchases under such Exempt Bid will also be effected through the U.S. Markets;
- (c) purchases of Common Shares under an Exempt Bid in reliance on this decision shall only be made in compliance with Part 6 (Order Protection) of National Instrument 23-101 *Trading Rules*;
- (d) the Exemption Sought applies only to the acquisition of Common Shares by the Filer pursuant to an Exempt Bid commenced within 36 months of the date of this decision;
- (e) prior to purchasing Common Shares under an Exempt Bid in reliance on this decision, the Filer issues and files a press release setting out the terms of the Exemption Sought and the conditions applicable thereto;

- (f) the Filer does not acquire Common Shares in reliance on the Other Published Markets Exemption if the aggregate number of Common Shares purchased by the Filer and any person or company acting jointly or in concert with the Filer in reliance on this decision and the Other Published Markets Exemption within any period of 12 months, exceeds 5% of the outstanding Common Shares on the first day of such 12-month period; and
- (g) the aggregate number of Common Shares purchased pursuant to an Exempt Bid in reliance on this decision, the Designated Exchange Exemption and the Other Published Markets Exemption does not exceed, over the 12-month period specified in the Notice in respect of the relevant Exempt Bid, the number that is equal to the greater of 5% of outstanding Common Shares and 10% of the public float, in each case as specified in such Notice.

“David Mendicino”

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