

## **CRONOS GROUP INC.**

### **POSITION DESCRIPTION FOR CEO**

This position description was approved by the Board of Directors of Cronos Group Inc. as of February 14, 2018.

#### **1. GENERAL**

This position description describes the appointment, role and responsibilities of the chief executive officer (the “CEO”) of Cronos Group Inc. (the “Corporation”).

#### **2. OFFICE OF THE CHIEF EXECUTIVE OFFICER**

The board of directors of the Corporation (the “Board”) shall appoint the CEO on terms and conditions that it considers appropriate. The CEO shall report to the Board.

#### **3. RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER**

- 3.1 **General** – The CEO is primarily responsible for the overall management of the business and affairs of the Corporation. In this capacity the CEO shall establish the strategic and operations priorities of the Corporation, provide leadership for the effective overall management of the Corporation and develop and recommend to the Board a long-term strategy and vision for the Corporation that is consistent with the enhancement of shareholder value.
- 3.2 **Relationship with Chair** – The CEO shall consult with the chair of the Board (the “Chair”) or, in the event the Chair is not an independent director, the independent director appointed “Lead Director”, as applicable, on matters of strategic significance to the Corporation.
- 3.3 **Specific Responsibilities** – In discharging his or her responsibility for the day-to-day operation of the Corporation’s business, subject always to the oversight by the Board, the CEO shall:
  - (a) maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels;
  - (b) foster a corporate culture that promotes integrity and ethical values throughout the organization;
  - (c) work with the Chair and/or the Lead Director, as applicable, in determining the matters and materials that should be presented to the Board and ensure that the focus of Board meetings is on appropriate issues facing the Corporation and the industry generally;

- (d) present the Corporation's strategic planning process and the Corporation's annual strategic and capital plans to the Board for review and approval;
- (e) arrange for the development of, and recommend to the Board, annual business plans and budgets that support the Corporation's long-term strategy;
- (f) oversee the effective day-to-day business affairs of the Corporation;
- (g) ensure that the Corporation has an effective management team below the level of the CEO and has an active plan for management development and succession;
- (h) ensure, in cooperation with the Chair and/or the Lead Director, as applicable, that there is an effective succession plan in place for the position of CEO and management of the Corporation;
- (i) certify the annual and interim financial statements, Management's Discussion and Analysis of such financial statements, annual information form, quarterly reports and the design and evaluation of the Corporation's disclosure controls and procedures and internal control over financial reporting;
- (j) serve as a spokesperson for the Corporation;
- (k) assign to other senior management such powers and duties as the CEO may deem advisable;
- (l) ensure compliance by the Corporation with all applicable laws, regulations and the Corporation's Code of Business Conduct and Ethics (the "**Code**");
- (m) report potential or suspected violations of the Code to the Board, without disclosing any personal information that could identify the complainant if the aforementioned person wished to remain anonymous, and report any such violation that relates to auditing and financial matters to the Audit Committee of the Board;
- (n) execute the Board's resolutions and policies; and
- (o) carry out any other duties assigned by the Board.

3.4 **Information Flow to the Board** - The CEO shall ensure the delivery of information to directors on a timely basis to keep the directors fully apprised of all matters which are material to directors at all times. The CEO will promptly alert the Chair and/or the Lead Director, as applicable,

of any material changes or events that may have a significant impact upon the risk profile, financial affairs or performance of the Corporation.

The CEO shall coordinate with the Chair and/or the Lead Director, as applicable, to ensure that information requested by any director is provided and meets the needs of that director.

#### **4. POSITION DESCRIPTION REVIEW**

From time to time as appropriate, the Board shall review this position description and approve any changes it considers appropriate.