

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE				
✓ New report				
Amended report If amended, provide	Submission ID of report that is	being amended:	(Example: EDR1234567890-123)	
ITEM 2 - PARTY CERTIFYING T	HE REPORT			
Indicate the party certifying the report (sell National Instrument 81-106 Investment Fu		-		
✓ Issuer (Other than an investment fund)				
Underwriter				
ITEM 3 – ISSUER NAME AND OT	THER IDENTIFIERS			
Provide the following information about th	e issuer, or if the issuer is an in	ovestment fund, about the fund.		
Full legal name				
Cronos Group Inc.				
Previous full legal name If the issuer's nar	me changed in the last 12 mont	ths, provide most recent previo	ıs legal name.	
PharmaCan Capital Corp.				
Website (if applicable)				
If the issuer has a legal entity identifier, pr	ovide below. Refer to Part B of	the Instructions for the definition	n of "legal entity identifier".	
Legal entity identifier	7			
ITEM 4 LINDEDWOLTED INCOM	MATION			
ITEM 4 – UNDERWRITER INFOR	RMATION			
If an underwriter is completing the report, p	provide the underwriter's full leg	gal name and firm National Reg	stration Database (NRD) number.	
Does the Underwriter's Firm have an NRD Number? Firm NRD number				
□ No □ Yes				
If the underwriter does not have a firm NR	D number, provide the head off	ice contact information of the u	nderwriter.	
Street address	Municipality	Province/State	Postal/ZIP code	
Country	Telephone number	Website (if applicable)		

ITEM 5 - ISSUER INFORMATION				
a) Primary industry			1-002	
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool. NAICS industry code 551113				
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production				
Is the issuer's primary business to invest a ☐ Mortgages ☐ Real estate ☐ Commer			* * *	
b) Number of employees				
√ 0 - 49	or more			
c) SEDAR profile number				
Does the issuer have a <u>SEDAR</u> profile? ☐ No ✓ Yes	If yes, provide SEDAR pro 00035844	file number:		
d) Head office address		If the issuer does not h	nave a SEDAR profile, complete Item 5(d) – (h).	
Street address	Municipality	Province/State	Postal/ZIP code	
Country	Telephone number			
e) Date of formation and financial yea	r-end			
Date of formation	Financial year-end			
July 0. 10 mails.	- maneral year one			
f) Reporting issuer status				
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?			
If yes, select the jurisdictions of Canada in ☐ AII ☐ AB ☐ BC ☐ MB ☐ NS ☐ NU ☐ ON ☐ PE	NB NL	ting issuer. NT YT		
INS INO ON FE		11		
g) Public listing status				
Does the issuer have a CUSIP number? ☐ No ☐ Yes	CUSIP number (provide i	first 6 digits only)		
the issuer has applied for and received a li	_		de only the names of exchanges for which is.	
Exchange names: Not Applicable Toro	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange	
☐ Aequitas Neo Exchange ☐ Aus	tralian Securities Exchange	Deutsche Boerse	Euronext	
☐ London Stock Exchange ☐ Nas	daq	New York Stock Exchange	Shanghai Stock Exchange	
Shenzhen Stock Exchange Stock	ck Exchange Of Hong Kong	Tokyo Stock Exchange	OTHER	
If other, describe:				
h) Size of issuer's assets				
the size of the issuer's assets at the distril	oution end date.		s not existed for a full financial year, provide	
	to under \$25M OM to under \$1B	\$25M to under \$100M \$1B or over		

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside outside of Canada completes and outside outs purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar Euro Other (describe): b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start Date **End Date** 2017-09-25 2017-09-25 c) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. Schedule 1.xlsx - 47 KB d) Types of securities distributed Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Canadian \$ Security **CUSIP** Number of Single or lowest Highest price Total amount code number securities price **CMS** 2.2500 6,671,112.0000 15,010,001.2500 Description of security:

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

√ Not Applicable

Security code	Underlying security	Exercise price (Canadian \$)		Expiry date (YYYY-MM-DD)	Conversion ratio
code	code	Lowest	Highest	(TTTT-WIWI-DD)	
Describe oth					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	7	797,397.0000
Quebec	NI 45-106 2.3 [Accredited investor]	1	11,250.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	1	49,999.5000
Singapore	NI 45-106 2.3 [Accredited investor]	1	225,000.0000
Kenya	NI 45-106 2.3 [Accredited investor]	1	552,471.7500
United States	NI 45-106 2.5 [Family, friends and business associates]	2	465,997.5000
United States	NI 45-106 2.3 [Accredited investor]	18	12,786,086.2500
Colombia	NI 45-106 2.3 [Accredited investor]	1	121,799.2500

	Colombia	THE TOO E.O [FROM OUR ATTOOLOT]		121,100.2000
ĺ		Total dollar amount of securiti	ies distributed	15,010,001.2500
		Total number of unique purchasers	32	1-004

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

mate in th In O an e	distribution has occurred in Saskatchewan, Onta erials that are required under the prospectus exe- lose jurisdictions. Intario, if the offering materials listed in the table electronic version of the offering materials that ha lot Applicable	mption relied on to are required to be	o be filed with o	or delivered to the secur delivered to the Ontario	rities regulatory authority or regulator Securities Commission (OSC), attach	
	Description	Date of document or	Previously filed with or	Previously filed	Filename	

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

1-003

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

	Description	Date of document or other material	Previously filed with or delivered to regulator?	,	Filename
1.			\square Y \square N		

ITEM 8 - COMPENSATION	N INFORMATIO	ON					
Provide information for each pers connection with the distribution.	•	•		•	• •		
Indicate whether any compensation ✓ No Yes	Indicate whether any compensation was paid, or will be paid, in connection with the distribution. ✓ No ☐ Yes						
PERSON 1							
a) Name of person compensati	ted and registration	on status					
Indicate whether the person com	pensated is a regis	trant.					
If the person compensated is an Family name	If the person compensated is an individual, provide the full legal name of the individual. Family name First given name Secondary given names						
If the person compensated is not	an individual, provi	de the following inform		NDD / //			
Full legal name of non-individual			Firm	n NRD number <i>(if a_l</i>	ррисавіе)		
Indicate whether the person com	pensated facilitated	the distribution throug	gh a funding porta	l or an internet-base	ed portal.		
b) Business contact information	on						
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business co	ontact information	of the person being	a compensated		
Street address	Municip		Province/State		Postal/ZIP code		
Country	Telepho	ne number	Email address				
c) Relationship to issuer or in	vestment fund ma	nager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "co	ntrol" in section 1.4 of	NI 45-106 for the		eting this section		
Insider of the issuer (other tha	n an investment fun	d)	None of the	ne above			
Director or officer of the invest	ment fund or invest	ment fund manager					
d) Compensation details							
Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	urities-based compen erical, printing, legal o	sation, gifts, disco r accounting serv	ounts or other compices. An issuer is n	pensation. Do not ot required to asl	t report paymen k for details	
Cash commissions paid							
Value of all securities		Security code1	Security	code2	Security code	3	
□ distributed as compensation ⁴		Describe terms of wa	rrants, options or	other rights			
·							
0,1 5							
☐ Other compensation ⁵		Describe					
Total compensation Paid	0.0000	<u>L</u>					
Check box if the person will o	or may receive any	l deferred compensation	n (describe the ter	ms below)			
22 sox a.o poroon will c	, .555.15 any		,====:	* = = : 4 /			

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

ITEM 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	THE ISSUER	1-000
	her the issuer is any of the following (select all	that apply).		1 000
✓ Reporting	issuer in any jurisdiction of Canada			
Foreign p	ublic issuer			
	ned subsidiary of a reporting issuer in any juris	diction of Canada ⁶		
☐ Wholly ow	ned subsidiary of a foreign public issuer ⁶			
Provide na	ame of foreign public issuer			
	tributing eligible foreign securities only to permi			
⁶ An issue securities ⁷ Check th clients. Re	uer is at least one of the above, do not com ir is a wholly owned subsidiary of a reporting is that are required by law to be owned by its dire his box if it applies to the current distribution ever effer to the definitions of "eligible foreign security".	suer or a foreign public issuer if all ectors, are beneficially owned by t en if the issuer made previous dis by and "permitted client" in Part B	Il of the issuer's outstanding voting se the reporting issuer or the foreign pub stributions of other types of securities	olic issuer, respectively.
	uer is none of the above, check this box an , executive officers and promoters of the is:			
·	•			
	ollowing information for each director, executive wise state the country. For "Relationship to iss			he province or
Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
□Y □N				□D □O □P
				1
b) Promoter	· information			
	er listed above is not an individual, provide the t a, state the province or territory, otherwise state			
	Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
	_			□ D □ O
c) Resident	al address of each individual			
	hedule 2 of this form providing the full resid completed report. Schedule 2 also requires		• • • • • • • • • • • • • • • • • • • •	

ITEM 10 - CERTIFICATION

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Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names		Title	
Gorenstein	Michael			CEO	
Name of issuer/underwriter		Telephone number	Ema	il address	
Cronos Group Inc.		416-504-0004	mike	@TheCronosGroup.com	
Signature		Date			
Michael Gorenstein		2017-10-04			
ITEM 11 - CONTACT PER	RSON				

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.					
Same as individual certifying the report					
Full legal name - Family name	First given name	Secondary given names		Title	
Ainsley	Cindy			Paralegal	
Name of company		Telephone number	Email	address	
Dentons Canada LLP		514-878-8898	cindy.ainsley@dentons.com		

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

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Acquisition, LLC Street Brooklyn NY 11215 States 6.462E+09 2017-09-25 22,222 shares 49,999.5 [Accredited investor] t	

	Legal name of	purchaser				Contact	t informati	ion of purchaser				De	tails of secur	rities purchased	ı	Details of exemp	ion relied on	If relying on section 2.3 of Regulation 45-106	lf relying	g on section 2.5 of Regulat	ion 45-106	If relying on subsection 2.9(2) or 2.9(2.1) of Regulation 45-106 and purchaser is an eligible investor		Other Informat	tion
Family name	First given name	Secondary given names	Full name of non- individual	Street address line 1	Street address line 2	Municipality (town or city)	Province/ State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Regulation, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/O/C/F) of individual claiming a relationship to the purchaser	Paragraph number in the definition of <i>eligible investor</i> that applies to the purchaser (<i>select only one</i>)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
s.21 Pe	rsonal pr	rivacy	NBCN Inc. ITF Scott Rozansky	1 Place Ville Marie	Suite 1670	Montréal	QC	H3B 2B6	Canada	5.143E+09		2017-09-25		CMS (Common shares) CMS (Common	11,250	Regulation 45-106 2.3 [Accredited investor]		d							
												2017-09-25		Shares) CMS (Common shares) CMS	225,000 63,675			-							
												2017-09-25		(Common shares) CMS (Common shares)	45,000 583,980.75			-							
			Matte Black	150 5th	4th Floor	New York	NY	10011	United States	9 173F+09		2017-09-25	20,000	(Common shares) CMS (Common shares)	45,000 1,999,998	Regulation 45-106 2.3		t							
s.21 Pe	rsonal pi		D Hsu Ventures	3056 Whitney					United			2017-09-25	4,000	CMS (Common shares) CMS (Common	9,000	Regulation 45-106 2.3									
			LLC	Avenue		Hamden	СТ	06518	States	6.149E+09		2017-09-25	6,000	shares)	13,500	[Accredited investor]		t							

	Legal name o	f purchaser				Contac	t informati	on of purchaser				D	etails of secur	ties purchase	d	Details of exempt	ion relied on	If relying on section 2.3 of Regulation 45-106	lf relyir	g on section 2.5 of Regula	tion 45-106	If relying on subsection 2.9(2) or 2.9(2.1) of Regulation 45-106 and purchaser is an eligible investor		Other Informat	ition
Family name	First given name	Secondary given names	Full name of non- individual	Street address line	Street address line 2	Municipality (town or city)	Province/ State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)		If "Other", specify exemption relied on (provide number of local rule, order or blanket order	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchase (select only one)	Name of individual at issuel	Position at issuer (D/O/C/F) of individual claiming a relationship to the purchaser	Paragraph number in the definition of <i>eligible investor</i> that applies to the purchaser (select only one)	Is the purchaser a registrant?	s the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
-																			-				+		
		1															†								
<u> </u>						<u> </u>				Ll								l .		1					

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPOR	RT TYPE				
New report					
✓ Amended report	If amended, provide	Submission ID of report	that is being amended:	EDR1507043458-171	(Example: EDR1234567890-123)
ITEM 2 – PARTY	CERTIFYING TH	E REPORT			
, ,	, , ,	ct only one). For guidan d Continuous Disclosure	• •	n issuer is an investment fu licy to NI 81-106.	nd, refer to section 1.1 of
✓ Issuer (Other than	an investment fund)				
Underwriter					
ITEM 3 – ISSUEF	R NAME AND OT	HER IDENTIFIERS			
Provide the following Full legal name	information about the	issuer, or if the issuer is	s an investment fund, al	bout the fund.	
Cronos Group Inc.					
Previous full legal nar	me If the issuer's nam	e changed in the last 12	? months, provide most	recent previous legal name	Э.
PharmaCan Capital C	Corp.	-	·		
Website (if applicable	9)				
If the issuer has a leg	gal entity identifier, pro	vide below. Refer to Pa	rt B of the Instructions f	or the definition of "legal e	ntity identifier".
Legal entity identifier					
ITEM 4 LINDES	WRITER INCOR	MATION			
ITEM 4 – UNDER	RWRITER INFOR	WATION			
If an underwriter is co	ompleting the report, pr	rovide the underwriter's	full legal name and firm	National Registration Data	base (NRD) number.
Full legal name					
Does the Underwriter No Yes	's Firm have an NRD N	lumber? Firm N	IRD number		
If the underwriter doe	es not have a firm NRD	number, provide the he	ead office contact inform	ation of the underwriter.	
Street address		Municipality	Province/State	Postal/	ZIP code
Country		Telephone number	Website (if app	licable)	

ITEM 5 - ISSUER INFORMATION							
a) Primary industry			3-002				
Provide the issuer's North American Indus activity. For more information on finding th NAICS industry code			orresponds to the issuer's primary business stry search tool .				
If the issuer is in the mining industry , ince the mining industry. Select the category the Exploration Development Product	at best describes the issue		hat provide services to issuers operating in				
Is the issuer's primary business to invest a ☐ Mortgages ☐ Real estate ☐ Commer	-						
b) Number of employees							
√ 0 - 49	or more						
c) SEDAR profile number							
Does the issuer have a <u>SEDAR</u> profile? ☐ No ☑ Yes	If yes, provide SEDAR pro	file number:					
d) Head office address		If the issuer does not h	nave a SEDAR profile, complete Item 5(d) – (h).				
Street address	Municipality	Province/State	Postal/ZIP code				
Country	Telephone number						
e) Date of formation and financial year-end							
Date of formation	Financial year-end						
July 0. 10 mails.	Timansiai year ena						
f) Reporting issuer status							
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?						
If yes, select the jurisdictions of Canada in ☐ AII ☐ AB ☐ BC ☐ MB ☐ NS ☐ NU ☐ ON ☐ PE	NB NL	ting issuer. NT YT					
NS NU ON PE	□QC □SK □	T I					
g) Public listing status							
Does the issuer have a CUSIP number? ☐ No ☐ Yes	CUSIP number (provide i	first 6 digits only)					
the issuer has applied for and received a li	_		de only the names of exchanges for which is.				
Exchange names: Not Applicable Toro	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange				
Aequitas Neo Exchange Aus	tralian Securities Exchange	Deutsche Boerse	Euronext				
London Stock Exchange Nas	daq	New York Stock Exchange	Shanghai Stock Exchange				
Shenzhen Stock Exchange Stock	ck Exchange Of Hong Kong	Tokyo Stock Exchange	OTHER				
If other, describe:							
h) Size of issuer's assets							
the size of the issuer's assets at the distrib	bution end date.		s not existed for a full financial year, provide				
	I to under \$25M	\$25M to under \$100M					
\$100M to under \$500M\$50	0M to under \$1B	\$1B or over					

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information and outside outside of Canada completes and outside outs purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar Euro Other (describe): b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start Date **End Date** 2017-09-25 2017-09-25 c) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. Schedule 1.xlsx - 48 KB d) Types of securities distributed Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Canadian \$ Security **CUSIP** Number of Single or lowest Highest price Total amount code number securities price **CMS** 2.2500 6,671,112.0000 15,010,001.2500 Description of security: e) Details of rights and convertible/exchangeable securities If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

√ Not Applicable

Security code	Underlying security		e price dian \$)	Expiry date (YYYY-MM-DD)	Conversion ratio		
	code	Lowest	Highest	(TTTT-WIWI-DD)			
Describe other terms: (if applicable)							

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Ontario	NI 45-106 2.3 [Accredited investor]	7	797,397.0000
Quebec	NI 45-106 2.3 [Accredited investor]	1	11,250.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	1	49,999.5000
Singapore	NI 45-106 2.3 [Accredited investor]	1	225,000.0000
Kenya	NI 45-106 2.3 [Accredited investor]	1	552,471.7500
United States	NI 45-106 2.5 [Family, friends and business associates]	2	465,997.5000
United States	NI 45-106 2.3 [Accredited investor]	18	12,786,086.2500
Colombia	NI 45-106 2.3 [Accredited investor]	1	121,799.2500

Colombia	THE TOO E.O [NOOFOURIOUS INVOICES]		121,100.2000
	Total dollar amount of securiti	ies distributed	15,010,001.2500
	Total number of unique purchasers ²	32	3-004

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

in th In O an e	naterials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions. In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach in electronic version of the offering materials that have not been previously filed with or delivered to the OSC. Not Applicable										
	Description	Date of document or	Previously filed with or delivered to	Previously filed Submission ID	Filename						

regulator? \square Y \square N

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

other material

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

ITEM 8 - COMPENSATIO	N INFORMATIO	ON								
Provide information for each pers connection with the distribution.		•		•	• •					
Indicate whether any compensate ✓ No ☐ Yes	ion was paid, or wil	l be paid, in connection	n with the dis	ribution.						
PERSON 1										
a) Name of person compensa	ted and registration	on status								
Indicate whether the person com	pensated is a regis	trant.								
If the person compensated is an Family name	•	the full legal name of the ren name		dary given names						
If the person compensated is not an individual, provide the following information. Full legal name of non-individual Firm NRD number (if applicable)										
Indicate whether the person com	pensated facilitated	I the distribution throug	gh a funding _l	portal or an internet-bas	sed portal.					
b) Business contact information	on									
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business co	ntact informa	ation of the person beir	ng compensated.					
Street address	Municip		Province/Sta	•	Postal/ZIP code					
Country	Telepho	ne number	Email addres	SS						
c) Relationship to issuer or in	vestment fund ma	anager								
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "co	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	7.				
Insider of the issuer (other tha	n an investment fur	nd)	None	of the above						
Director or officer of the invest	ment fund or invest	ment fund manager								
d) Compensation details										
Provide details of all compensati in Canadian dollars. Include cast for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based compen erical, printing, legal o	sation, gifts, r accounting	discounts or other com services. An issuer is I	npensation. Do no not required to as	t report paymen k for details				
Cash commissions paid										
Value of all securities		Security code1	Sed	curity code2	Security code	3				
distributed as compensation ⁴		Describe terms of wa	rrants, optior	is or other rights						
☐ Other compensation ⁵		Describe								
Total compensation Paid	0.0000									
Check box if the person will o	or may receive any	 deferred compensatior 	n (describe th	e terms below)						
				· · · · · · · · · · · · · · · · · · ·						

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

ITEM 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF 1	THE ISSUER	J-000
	her the issuer is any of the following (select all	that apply).		0 000
✓ Reporting	issuer in any jurisdiction of Canada			
Foreign pu	ublic issuer			
	ned subsidiary of a reporting issuer in any juris me of reporting issuer	diction of Canada ⁶		
	ned subsidiary of a foreign public issuer 6			
Provide na	ame of foreign public issuer			
Issuer dies	ributing eligible foreign securities only to permi	itted clients 7		
	rer is at least one of the above, do not com		o Item 10.	
⁶ An issue	r is a wholly owned subsidiary of a reporting is:	suer or a foreign public issuer if al.	l of the issuer's outstanding voting se	
_	that are required by law to be owned by its dire is box if it applies to the current distribution ev			
clients. Re	efer to the definitions of "eligible foreign securit	y" and "permitted client" in Part B	(1) of the Instructions.	<i>,</i>
☐ If the issu	uer is none of the above, check this box an	d complete Item 9(a) – (c).		
a) Directors	executive officers and promoters of the is:	suer		
	llowing information for each director, executive wise state the country. For "Relationship to iss			he province or
Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)
□Y □N				□D □O □P
b) Promoter	information			
	r listed above is not an individual, provide the t			
	Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)
				□ D □ O
c) Residenti	al address of each individual			
	hedule 2 of this form providing the full resid completed report. Schedule 2 also requires		` , ` , ,	

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names	3	Title	
Gorenstein	Michael			CEO	
Name of issuer/underwriter		Telephone number	Ema	il address	
Cronos Group Inc.		416-504-0004	mike	@TheCronosGroup.com	
Signature		Date			
Michael Gorenstein		2017-10-04			
•					
ITEM 11 - CONTACT PER	RSON				

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.										
Same as individual certifying the report										
Full legal name - Family name	First given name	Secondary given names	Title							
Ainsley	Cindy		Paralegal							
Name of company Telephone number Email address										
Dentons Canada LLP 514-878-8898 cindy.ainsley@dentons.com										

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1507234730915-702
Submission ID
2017-10-05 16:18:50.915
Date

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				ER INFORMATION)	((!					tata a ta una tan shi	- 1-61111-6-1											
				urities regulatory authority or regulate st you in completing this form, please					curries regulatory a	autnority or regula	ator to make this	s information available	ii requestea.										
Name of issuer	Certification date of the report (YYYY-MM-DD)																						
Cronos Group Inc.	(YYYY-MM-DD)																						
	Legal name of	purchaser			Conta	ct informa	tion of purchaser				Detail	ls of securities purc	hased	Details of exemp	ion relied on	If relying on section 2.3 of Regulation 45-106	If relyin	g on section 2.5 of Regula	ation 45-106	If relying on subsection 2.9(2) or 2.9(2.1) of Regulation 45-106 and purchaser is an eligible investor		Other Informat	ion
Family name	First given name	Secondary given names	Full name of non- individual	Street address line 1 Street address lin	me 2 Municipality (town or city)	Province State	Postal code/Zip code (A1A1A1 or 12345)	Country		dist		Number of securities Security	code Amount paid (Canadian \$		If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/O/C/F) of individual claiming a relationship to the purchaser	Paragraph number in the definition of <i>eligible investor</i> that applies to the purchaser (select only one)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated fo distribution to this purchaser
s.21 Pe	rsonal pr	ivacy								201	017-09-25	CMS (Commor 17.567 shares)	39.5	5							N	Y	
										201	017-09-25	CMS (Common 6,666 shares)	14,998	<u>5</u>							N	N	
										201	017-09-25	CMS (Commor 22.222 shares)	49.999	<u>5</u>							N	N	
										201	017-09-25	CMS (Commor 13,500 shares) CMS	30,3	<u>5</u>		-					N	N	
										201	017-09-25	(Commor 15.555 shares) CMS	34.998.								N	N	
			Silnom Investments LLC	165 Cross Avevue Suite 302	Oakville	ON	L6J 0A9	Canada	9053389733	201	017-09-25	130,200 (Commor shares) CMS	292,9	Regulation 45-106 2.3 [Accredited 0 investor]		s					N	N	
c 21 Do	ersonal pi		JSW Management LLC	165 Cross Avevue Suite 302	Oakville	ON	L6J 0A9	Canada	9053389733	201	017-09-25	(Commor 32,440 shares) CMS	72,9	Regulation 45-106 2.3 [Accredited investor]		s					N	N	
5.21 FE	ersonai pi	iivacy								201	017-09-25	CMS (Commor 245,543 shares) CMS	552,471.								N	N	
			DMPC Income Trust	490 Russell Hill Road	Toronto	ON	M5P 2S7	Canada	4166487733	201	017-09-25	100,000 (Commor shares) CMS	225,0	Regulation 45-106 2.3 [Accredited investor]		w					N	N	
c 21 Da	arconal n	rivoov	Emarma Corporation	162 Cumberland Street Suite 300	Toronto	ON	M5R 3N5	Canada	4169661100	201	017-09-25	(Commor 50,000 shares) CMS	112,50	Regulation 45-106 2.3 [Accredited investor]		m					N	N	
5.21 F	ersonal p	iivacy								201	017-09-25	(Commor 22,222 shares) CMS	49,999	5		-					N	N	
										201	17-09-25	(Commor 44,444 shares) CMS	99,91	9							N	N	
			JW Partners LP	515 Madison Ave. 14th Floor	New York	NY	10022	United States	2124465362	201	017-09-25	(Commor 444,444 shares) CMS	999,99	Regulation 45-106 2.3 [Accredited investor]		s					N	N	
			12th Street GP	166 Duane Street #2B	New York	NY	10013	United States	9176972495	201	017-09-25	(Commor 194,222 shares) CMS	436,999	Regulation 45-106 2.5 [Family, friends and business associates]			h	Eric Frank	Director (D)		N	N	
			Joseph D. Samberg Revocable Trust	1091 Boston Post Road	Rye	NY	10580	United States	9144017059	201	17-09-25	(Commor 2,666,666 shares)	5,999,998	Regulation 45-106 2.3 [Accredited investor]		m					N	N	
s.21 Pe	ersonal pi	rivacy								201	017-09-25	CMS (Commor 4,444 shares)	9,99	9							N	N	
			Nomi P Ghez Revocable Trust	860 Fifth Avenue	New York	NY	10065	United States	2128791956	201	17-09-25	CMS (Commor 133,333 shares)	299,999.	Regulation 45-106 2.3 [Accredited		w					N	N	
s.21 Pe	ersonal p	rivacy								201	017-09-25	CMS (Commor 54,133 shares)	121,799.	<u>5</u>							N	N	
											17-09-25	CMS (Commor 106,666 shares)	239,998								N	N	
											017-09-25	CMS (Commor 250,000 shares)									N	Z	
											017-09-25	CMS (Commor 12,888 shares)									N	N	
			South Star Capital Partners, LLC	395 Hudson Street Suite 701	New York	NY	10014	United States	2123805186		017-09-25	CMS (Commor 750,000 shares)		Regulation 45-106 2.3 [Accredited 0 investor]							N	N	
			3615 West Gulf	873 President Street	Brooklyn	NV	11215		6462203620			CMS (Commor		Regulation 45-106 2.3 [Accredited 5 investor]							N	N	
				1 Place Ville Marie Suite 1670		000		United States	5143070483		017-09-25	22,222 shares) CMS (Commor 5.000 shares)		Regulation 45-106 2.3 [Accredited							N.	NI NI	
s.21 Pe	ersonal pi	rivacy	RUZBOSKV	LENCE VIIIE MARIE Suife 1670	Montreal	IOC.	H3B 2B6	. anada	5143070483		017-09-25	CMS (Commor		0 investorl							N N	IN .	
											017-09-25	100,000 shares) CMS (Commor	225,01								IN .	IN .	
											017-09-25	28.300 shares) CMS (Commor	63.6								IN .	N .	
											017-09-25	20,000 shares) CMS (Commor	45,01								N	N	
											017-09-25	259.547 shares) CMS (Common	583.980.								N	N	
			Matte Black Investor								17-09-25	20,000 shares) CMS (Commor	45,01	Regulation 45-106 2.3 [Accredited							N	N	
		1	LLC	150 5th Avenue 4th Floor	New York	NY	10011	United States	9172612065	201	17-09-25	888.888 shares)	1.999.9	8 investorl	1	t					N	N	

	Legal name of p	purchaser				Contact	informati	ion of purchaser				Det	tails of secur	ities purchase	d	Details of exempt	ion relied on	If relying on section 2.3 of Regulation 45-106	If relying	on section 2.5 of Regula	tion 45-106	If relying on subsection 2.9(2) or 2.9(2.1) of Regulation 45-106 and purchaser is an eligible investor		Other Informat	tion
Family name			Full name of non- individual	Street address line	Street address line 2	Municipality (town or city)	Province/ State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities	Security code	Amount paid (Canadian \$)	Regulation, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/O/C/F) of individual claiming a relationship to the purchaser	Paragraph number in the definition of <i>eligible investor</i> that applies to the purchaser (<i>select only one</i>)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
s.21 Pe	rsonal pri	ivacy										2017-09-25	4 000	CMS (Common shares)	9.000								N	N	
			D Hsu Ventures LLC	3056 Whitney Avenue		Hamden	СТ	06518	United States	6148756432		2017-09-25		shares) CMS (Common shares)		Regulation 45-106 2.3 [Accredited investor]		t					N	N	
																			_						

Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

New report ✓ Amended report If amended, provide Submission ID of report that is being amended: EDR1507234730915-702 (Example: EDR1234567890-123) ITEM 2 – PARTY CERTIFYING THE REPORT
ITEM 2 – PARTY CERTIFYING THE REPORT
ITEM 2 – PARTY CERTIFYING THE REPORT
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.
✓ Issuer (Other than an investment fund)
Underwriter
ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund. Full legal name
Cronos Group Inc.
Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.
PharmaCan Capital Corp.
Website (if applicable)
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".
Legal entity identifier
ITEM 4 – UNDERWRITER INFORMATION
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number. Full legal name
T diritogal name
Does the Underwriter's Firm have an NRD Number? No Yes Firm NRD number
No Yes If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.
□No □Yes

ITEM 5 – ISSUER INFORMATION										
a) Primary industry			3-002							
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration Development Production										
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies N/A										
b) Number of employees										
✓0 - 49	or more									
c) SEDAR profile number										
Does the issuer have a <u>SEDAR</u> profile? ☐ No ☑ Yes	If yes, provide SEDAR pro	file number:								
d) Head office address		If the issuer does not h	nave a SEDAR profile, complete Item 5(d) – (h).							
Street address	Municipality	Province/State	Postal/ZIP code							
Country	Telephone number									
e) Date of formation and financial yea	r-end									
Date of formation	Financial year-end									
July 0. 10 mails.	Timansiai year ena									
f) Reporting issuer status										
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?									
If yes, select the jurisdictions of Canada in ☐ AII ☐ AB ☐ BC ☐ MB ☐ NS ☐ NU ☐ ON ☐ PE	NB NL	ting issuer. NT YT								
INO INO INO										
g) Public listing status										
Does the issuer have a CUSIP number? No Yes	CUSIP number (provide i	first 6 digits only)								
the issuer has applied for and received a li	_		de only the names of exchanges for which s.							
Exchange names: Not Applicable Toro	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange							
Aequitas Neo Exchange Aus	tralian Securities Exchange	Deutsche Boerse	Euronext							
London Stock Exchange Nas	daq	New York Stock Exchange	Shanghai Stock Exchange							
Shenzhen Stock Exchange Stock	ck Exchange Of Hong Kong	Tokyo Stock Exchange	OTHER							
If other, describe:										
h) Size of issuer's assets										
the size of the issuer's assets at the distrib	bution end date.		s not existed for a full financial year, provide							
	I to under \$25M	\$25M to under \$100M								
\$100M to under \$500M\$50	0M to under \$1B	\$1B or over								

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar Euro Other (describe): b) Distribution date(s) State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report. Start Date **End Date** 2017-09-25 2017-09-25 c) Detailed purchaser information Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report. Amended 45-106 Schedule 1.xlsx - 47 KB d) Types of securities distributed Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed. Canadian \$ Security **CUSIP** Number of Single or lowest Highest price Total amount code number securities price **CMS** 2.2500 6,671,112.0000 15,010,001.2500 Description of security: e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

√ Not Applicable

Security code	Underlying security	Exercis (Canad	e price dian \$)	Expiry date (YYYY-MM-DD)	Conversion ratio
code	code	Lowest			
Describe oth					

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Quebec NI 45-106 2.3 [Accredited investor] 1 11,250.000 British Columbia NI 45-106 2.3 [Accredited investor] 1 49,999.500 Singapore NI 45-106 2.3 [Accredited investor] 1 225,000.000 Kenya NI 45-106 2.3 [Accredited investor] 1 552,471.750 United States NI 45-106 2.5 [Family, friends and business associates] 2 465,997.500 United States NI 45-106 2.3 [Accredited investor] 18 12,786,086.250	Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
British Columbia	Ontario	NI 45-106 2.3 [Accredited investor]	7	797,397.0000
Singapore NI 45-106 2.3 [Accredited investor] 1 225,000.0000 Kenya NI 45-106 2.3 [Accredited investor] 1 552,471.7500 United States NI 45-106 2.5 [Family, friends and business associates] 2 465,997.5000 United States NI 45-106 2.3 [Accredited investor] 18 12,786,086.2500	Quebec	NI 45-106 2.3 [Accredited investor]	1	11,250.0000
Kenya NI 45-106 2.3 [Accredited investor] 1 552,471.7500 United States NI 45-106 2.5 [Family, friends and business associates] 2 465,997.5000 United States NI 45-106 2.3 [Accredited investor] 18 12,786,086.2500	British Columbia	NI 45-106 2.3 [Accredited investor]	1	49,999.5000
United States NI 45-106 2.5 [Family, friends and business associates] 2 465,997.500 United States NI 45-106 2.3 [Accredited investor] 18 12,786,086.250	Singapore	NI 45-106 2.3 [Accredited investor]	1	225,000.0000
United States NI 45-106 2.3 [Accredited investor] 18 12,786,086.250	Kenya	NI 45-106 2.3 [Accredited investor]	1	552,471.7500
	United States	NI 45-106 2.5 [Family, friends and business associates]	2	465,997.5000
Colombia NI 45-106 2.3 [Accredited investor] 1 121,799.2500	United States	NI 45-106 2.3 [Accredited investor]	18	12,786,086.2500
	Colombia	NI 45-106 2.3 [Accredited investor]	1	121,799.2500

	Colombia	THE TOO E.O [FROM CONTROL IN CONTROL		121,100.2000
ĺ		Total dollar amount of securiti	es distributed	15,010,001.2500
		Total number of unique purchasers	32	5-004

² In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

mat in th In C an e	distribution has occurred in Saskatchewan, Onta erials that are required under the prospectus exel nose jurisdictions. Intario, if the offering materials listed in the table electronic version of the offering materials that ha lot Applicable	mption relied on to are required to be	o be filed with o	or delivered to the secur	securities Commission (OSC), attach	
	Description	Date of document or	Previously filed with or	Previously filed	Filename	

regulator?

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

other material

J-00J

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

ITEM 8 – COMPENSATION INFORMATION											
Provide information for each pers connection with the distribution.		•		•	• •						
Indicate whether any compensate ✓ No ☐ Yes	Indicate whether any compensation was paid, or will be paid, in connection with the distribution. Ves										
PERSON 1				i							
a) Name of person compensa	ted and registration	on status									
Indicate whether the person com	pensated is a regis	trant.									
If the person compensated is an individual, provide the full legal name of the individual. Family name Secondary given names											
If the person compensated is not an individual, provide the following information. Full legal name of non-individual Firm NRD number (if applicable)											
Indicate whether the person com	pensated facilitated	I the distribution throug	ıh a funding p	portal or an internet-bas	sed portal.						
b) Business contact information	on										
If a firm NRD number is not prov	ided in Item 8(a). p	rovide the business co	ntact informa	ation of the person beir	na compensated.						
Street address	Municip		Province/Sta	•	Postal/ZIP code						
Country	Telepho	ne number	Email addres	SS							
c) Relationship to issuer or in	vestment fund ma	anager									
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "co	ntrol" in section 1.4 of	NI 45-106 fo		pleting this section	7.					
Insider of the issuer (other tha	n an investment fur	nd)	None	of the above							
Director or officer of the invest	ment fund or invest	ment fund manager									
d) Compensation details											
Provide details of all compensati in Canadian dollars. Include cash for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based compens erical, printing, legal of	sation, gifts, r accounting	discounts or other com services. An issuer is I	npensation. Do no not required to as	t report paymen k for details					
Cash commissions paid											
Value of all securities		Security code1	Sec	curity code2	Security code	3					
distributed as compensation ⁴		Describe terms of wa	rrants, optior	s or other rights							
0,1 5											
☐ Other compensation ⁵		Describe									
Total compensation Paid	0.0000										
Check box if the person will o	or may receive any	- deferred compensation	(describe th	e terms below)							

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional securities of the issuer. Indicate the security codes for all securities distributed as compensation, including options, warrants or other rights exercisable to acquire additional securities of the issuer.

 $^{5}\,\mathrm{Do}$ not include deferred compensation.

ITEM 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF	THE ISSUER	J-000								
	her the issuer is any of the following (select all	that apply).		0 000								
✓ Reporting	issuer in any jurisdiction of Canada											
Foreign p	ublic issuer											
	rned subsidiary of a reporting issuer in any juris ame of reporting issuer	diction of Canada ⁶										
Wholly ow	☐ Wholly owned subsidiary of a foreign public issuer ⁶											
-	ame of foreign public issuer											
Issuer dis	tributing eligible foreign securities only to permi	itted clients ⁷										
⁶ An issue securities ⁷ Check th clients. Re	If the issuer is at least one of the above, do not complete Item 9(a) – (c). Proceed to Item 10. 6 An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer or the foreign public issuer, respectively. 7 Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.											
	uer is none of the above, check this box an , executive officers and promoters of the is:											
	Illowing information for each director, executive wise state the country. For "Relationship to iss			he province or								
Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)								
□Y □N				□D □O □P								
				1								
b) Promoter	information	-	=1									
	er listed above is not an individual, provide the t a, state the province or territory, otherwise state											
	Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)								
				□ D □ O								
c) Residenti	al address of each individual											
	hedule 2 of this form providing the full resid completed report. Schedule 2 also requires		• • • • • • • • • • • • • • • • • • • •									

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name - Family name	First given name	Secondary given names		Title				
Gorenstein	Michael			CEO				
Name of issuer/underwriter		Telephone number	Ema	nail address				
Cronos Group Inc.		416-504-0004	mike	e@TheCronosGroup.com				
Signature		Date						
Michael Gorenstein		2017-10-04						

ITEM 11 - CONTACT PERSON

S .	ntact information for the individual th of this report, if different than the inc	0 ,	thority or regulator may contact with any Item 10.									
Same as individual certifying the report												
Full legal name - Family name	First given name	Secondary given names	Title									
Ainsley	Cindy		Paralegal									
Name of company		Telephone number	Email address									
Dentons Canada LLP		514-878-8898	cindy.ainsley@dentons.com									

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1507043458-319
Submission ID
2017-10-11 15:51:07.006
Date

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SCHEDULE 1 TO The information in this		,		R INFORMATION) ties regulatory authority or regulator.	However, freedor	m of inform	nation legislation ma	y require the sec	curities regulatory	authority or real	ulator to make	this information available if re-	quested.										
				you in completing this form, please re					Sguardly	y 5, 13gc		Torondord if 10							 	 			
Name of issuer	Certification date of the report (YYYY-MM-DD)																						
Cronos Group Inc.	(1111-111111-00)																						
Legal name of purchaser								Details of securities purchased			Details of exemption relied on		If relying on section 2.3 of Regulation 45-106	lf relying	ing on section 2.5 of Regulation 45-106		If relying on subsection 2.9(2) or 2.9(2.1) of Regulation 45-106 and purchaser is an eligible investor		Other Information				
Family name	First given name	Secondary Full given names	name of non-	Street address line 1 Street address line 2	Municipality (town or city)	Province/ State	Postal code/Zip code (A1A1A1 or 12345	Country	Telephone number (999999999)	Email daddress (YY	Date of distribution YYY-MM-DD)	Number of securities Security code	Amount paid (Canadian \$)	Regulation, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser		Paragraph number in the definition	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated fo distribution to this purchaser
s.21 Per	sonal pri	ivacy										CMS (Common											
											2017-09-25	17.567 shares) CMS (Common	39.525								N	Y	
										2	2017-09-25	6,666 shares) CMS (Common	14,998.5			-					N	N	
										2	2017-09-25	22.222 shares) CMS (Common	49.999.5								N	N	
										2	2017-09-25	13,500 shares) CMS	30,375								N	N	
										2	2017-09-25	(Common 15.555 shares) CMS (Common	34.998.75								N	N	
		LLC	S	50 East 58th Street 34th Floor	New York	NY	10155	United States		2	2017-09-25	130,200 shares)	292,950	Regulation 45-106 2.3 [Accredited investor]		S					N	N	
a 04 Day			fanagement 1	50 East 58th Street 34th Floor	New York	NY	10155	United States		2	2017-09-25	CMS (Common 32,440 shares) CMS	72,990	Regulation 45-106 2.3 [Accredited investor]		S					N	N	
s.21 Per	sonal pr	ivacy								2	2017-09-25	(Common 245,543 shares)	552,471.75								N	N	
		DMPC	Income Trust F	I90 Russell Hill Road	Toronto	ON	M5P 2S7	Canada	4166487733	2	2017-09-25	CMS (Common 100,000 shares)	225,000	Regulation 45-106 2.3 [Accredited investor]		w					N	N	
		Emarn	na Corporation	162 Cumberland Street Suite 300	Toronto	ON	M5R 3N5	Canada	4169661100	2	2017-09-25	CMS (Common 50,000 shares)	112,500	Regulation 45-106 2.3 [Accredited investor]		m					N	N	
s.21 Per	sonal pr	ivacy									2017-09-25	CMS (Common 22,222 shares)	49,999.5								N	N	
												CMS (Common									N	N.	
					l						2017-09-25	44,444 shares) CMS (Common	99,999	Regulation 45-106 2.3 [Accredited								IN.	
				515 Madison Ave. 14th Floor	New York	NY	10022	United States	2124465362		2017-09-25	444,444 shares) CMS (Common	999,999	Regulation 45-106 2.5 [Family, friends		S					N	N	
				166 Duane Street #2B 1091 Boston Post	New York	NY	10013	United States	9176972495	2	2017-09-25	194,222 shares) CMS (Common	436,999.5	and business associates] Regulation 45-106 2.3 [Accredited			h	Eric Frank	Director (D)		N	N	
s.21 Per	sonal pr	ivacy	able Trust F	Road	Rve	NY	10580	United States	9144017059	2	2017-09-25	2,666,666 shares) CMS (Common	5,999,998.5	investor)							N	N	
										2	2017-09-25	4,444 shares) CMS	9,999								N	N	
- 04 Dos		Revoc	Ghez able Trust 8	860 Fifth Avenue	New York	NY	10065	United States	2128791956	2	2017-09-25	(Common 133,333 shares) CMS	299,999.25	Regulation 45-106 2.3 [Accredited		w					N	N	
s.21 Per	sonai pr	ivacy								2	2017-09-25	(Common 54,133 shares) CMS	121,799.25								N	N	
										2	2017-09-25	(Common 106,666 shares) CMS	239,998.5								N	N	
										2	2017-09-25	(Common 250,000 shares)	562,500								N	N	
										2	2017-09-25	CMS (Common 12,888 shares)	28,998								N	N	
		South	Star Capital rs, LLC 3	895 Hudson Street Suite 701	New York	NY	10014	United States	2123805186		2017-09-25	CMS (Common 750,000 shares)	1.687.500	Regulation 45-106 2.3 [Accredited investor]		m					N	N	
		3615 \	Vest Gulf	873 President Street	Brooklyn	NY	11215	United States	6462203620		2017-09-25	CMS (Common 22,222 shares)		Regulation 45-106 2.3 [Accredited investor]							N	N	
		NBCN	Inc. ITF Scott			00			5143070483			CMS (Common		Regulation 45-106 2.3 [Accredited									
s.21 Per	sonal pr	ivacy	skv 1	L Place Ville Marie Suite 1670	Montréal	100	H3B 2B6	Canada	5143070483		2017-09-25	5.000 shares) CMS (Common		investorI		d					N	N	
										2	2017-09-25	100,000 shares) CMS (Common	225,000								N	N	
										2	2017-09-25	28.300 shares) CMS (Common	63.675								N	N	
										2	2017-09-25	20,000 shares) CMS	45,000								N	N	
										2	2017-09-25	(Common 259.547 shares) CMS	583.980.75								N	N	
										2	2017-09-25	(Common 20,000 shares) CMS	45,000								N	N	
		Matte I LLC	Black Investors	50 5th Avenue 4th Floor	New York	NY	10011	United States	9172612065	2	2017-09-25	(Common 888.888 shares)	1,999,998	Regulation 45-106 2.3 [Accredited investor]		t					N	N	

	Legal name of		Contact information of purchaser									tails of secur	ities purchase	ed	Details of exemption relied on		If relying on section 2.3 of Regulation 45-106	lf relying	g on section 2.5 of Regulation 45-106		If relying on subsection 2.9(2) or 2.9(2.1) of Regulation 45-106 and purchaser is an eligible investor	Other Information			
Family name	First given name	Secondary given names	Full name of non- individual	Street address line	Street address line 2	Municipality (town or city)	Province/ State	Postal code/Zip code (A1A1A1 or 12345)	Country	Telephone number (999999999)	Email address	Date of distribution (YYYY-MM-DD)	Number of securities		Amount paid (Canadian \$)	Regulation, section and subsection number	If "Other", specify exemption relied on (provide number of local rule, order or blanket order)	Paragraph number in the definition of accredited investor that applies to the purchaser (select only one)	Paragraph number in subsection 2.5(1) that applies to the purchaser (select only one)	Name of individual at issuer claiming a relationship to the purchaser	Position at issuer (D/O/C/F) of individual claiming a relationship to the purchaser	Paragraph number in the definition of <i>eligible investor</i> that applies to the purchaser (<i>select only one</i>)	Is the purchaser a registrant?	Is the purchaser an insider of the issuer?	Full legal name of person compensated for distribution to this purchaser
s.21 Pe	rsonal pr	rivacy										2017-09-25	4.000	CMS (Common shares)	9,000			-					N	N	
			D Hsu Ventures LLC	3056 Whitney				06518		6148756432		2017-09-25		CMS (Common		Regulation 45-106 2.3 [Accredited investor]								N.	
			D HSu Ventures LLC	Avenue		Hamden	CI	06518	United States	6148756432		2017-09-25	6,000	shares)	13,500	Investori		t					N	N	
																									<u> </u>