

CEASING TO BE A SUBSTANTIAL SHAREHOLDER

Melbourne, Australia, 19 December 2022 – Cronos Australia Limited (ASX:CAU) (**Company**) releases the attached Form 605 (Notice of ceasing to be a substantial shareholder) (**Notice**) in the name of the Company.

Further to the Company's announcement dated 8 December 2022, the voluntary escrow that applied to the Company's six largest shareholders, in respect of 407,052,727 fully paid ordinary shares in the Company (**Previously Escrowed Shares**), ended at 12.00 am last Friday, 16 December 2022.

When the six voluntary escrow deeds were entered into in December 2021 in relation to the Previously Escrowed Shares, the declaration in the ASIC Instrument 21-0913 (**Declaration**) exempted the Company from having a relevant interest in its own shares (being the Previously Escrowed Shares) which it would ordinarily have due to its ability to restrict the disposal of those shares.

However, in accordance with the Declaration, the Company was still deemed to have that relevant interest in the Previously Escrowed Shares for the purposes of section 671B of the *Corporations Act 2001* (Cth) (relating to disclosure of substantial holdings). As a result, in December 2021, the Company lodged a Form 603 (Notice of initial substantial shareholder).

Following the end of the escrow period on 16 December 2022, the Company therefore needs to lodge the Notice now that it no longer has a deemed relevant interest in the Previously Escrowed Shares.

**** ENDS ****

About Cronos Australia Limited (ASX: CAU)

Cronos Australia Limited is listed on the ASX (ASX: CAU).

- Cronos Australia's wholly-owned subsidiary, CDA Health Pty Ltd, operates the following businesses:
 - Burleigh Heads Cannabis - BHC is a licensed wholesaler and operates a successful pharmacy, doctor and patient online portal, CanView, which facilitates the distribution of close to 200 different product SKUs within Australia from nearly 30 of the most well-known international and domestic producers
 - CDA Clinics - the Group operates a successful network of clinics on the Gold Coast, Brisbane and Sunshine Coast, in addition to nationwide telehealth services
- Cronos Australia owns 75.5% of Cannadoc Health Pty Ltd, a medicinal cannabis clinic business that undertakes face-to-face and nationwide telehealth consultations with patients seeking access to medicinal cannabis.
- See:
 - www.canview.com.au
 - www.cdaclinics.com.au
 - www.burleighheadscannabis.com
 - www.cannadoc.com.au

Authorised by

Rodney Cocks, Chief Executive Officer and Executive Director

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Forward-looking statements

This announcement may include forward-looking statements. These forward-looking statements are based on Cronos Australia's expectations and beliefs concerning future events. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of Cronos Australia, which could cause actual results to differ materially from such statements. Cronos Australia makes no undertaking to update or revise the forward-looking statements made in this announcement to reflect any change in circumstances or events after the date of this announcement.

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Cronos Australia Limited

ACN/ARSN 629 071 594

1. Details of substantial holder (1)

Name Cronos Australia Limited

ACN/ARSN (if applicable) 629 071 594

The holder ceased to be a substantial holder on 16 December 2022
The previous notice was given to the 16 December 2021
The previous notice was dated 16 December 2021

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
16 December 2022	Cronos Australia Limited ACN 629 071 594 (CAU)	<p>Ceasing to hold a relevant interest for the purposes of section 671B of the <i>Corporations Act 2001</i> (Cth) (which was held pursuant to ASIC Instrument 21-0913) in the 407,052,727 fully paid ordinary shares in the Company (Shares) held by:</p> <ol style="list-style-type: none">Cronos Global Holdings Inc (55,176,065 Shares);NewSouthern Investment Holdings 1 Pty Ltd (20,000,000 Shares);NewSouthern Investment Holdings A Pty Ltd (20,000,000 Shares);Elizabeth Sarah Jansen as trustee for the Stanford Investment Trust (129,890,570 Shares);Guy Rothwell Headley (126,798,772 Shares); andMatua Hasyo Charlie Jansen in his own capacity and as trustee for the Whanau Family Trust (55,187,320 Shares), <p>upon the release of the voluntary escrow arrangements imposed on those Shares.</p>	Not applicable	407,052,727 Shares	407,052,727

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
CAU	P.O. Box 6168, South Yarra VIC 3141
Cronos Global Holdings Inc	111 Peter Street, Suite 300, Toronto, Ontario M5V 2H1, Canada
NewSouthern Investment Holdings 1 Pty Ltd	P.O. Box 7026, Hawthorn VIC 3122
NewSouthern Investment Holdings A Pty Ltd	17 Second Avenue, Murrumbidgee VIC 3163
Elizabeth Sarah Jansen as trustee for the Stanford Investment Trust	P.O. Box 2068, Burleigh Waters QLD 4220
Guy Rothwell Headley	MS Chartered Accountants (Guy Headley) Suite 1401 Level 14 203 Robina Town Centre Drive ROBINA QLD 4226 (ASIC Approval Number 3051)
Matua Hasyo Charlie Jansen in his own capacity and as trustee for the Whanau Family Trust	3 Clontarf Avenue, Clontarf QLD 4019

Signature

print name Thomas Godfrey Howitt

capacity Company Secretary

sign here

date 19 December 2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
(any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
(any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.