

RUBICON ORGANICS INC.
(the “Company”)

MANDATE OF THE BOARD OF DIRECTORS

1. PURPOSE

The primary function of the directors (individually a “**Director**” and collectively the “**Board**”) of the Company is to supervise the management of the business and affairs of the Company. The fundamental objectives of the Board are to enhance and preserve long-term shareholder value and to ensure that the Company conducts business in an ethical and safe manner. In performing its functions, the Board should consider the legitimate interests that stakeholders, such as shareholders, employees, customers and communities, may have in the Company. In carrying out its stewardship responsibility, the Board, through the Company’s Chief Executive Officer (the “**CEO**”), should set the standards of conduct for the Company.

2. PROCEDURE AND ORGANIZATION

The Board operates by delegating certain responsibilities and duties set out below to management or committees of the Board and by reserving certain responsibilities and duties for the Board. The Board retains the responsibility for managing its affairs, including selecting its chair (the “**Chair of the Board**”) and constituting committees of the Board. The Company will comply with the applicable corporate governance guidelines under National Instrument 58-101 — *Disclosure of Corporate Governance Practices* and the rules of any stock exchange or market on which the Company’s shares are listed or posted for trading (collectively, “**Applicable Governance Rules**”). If the Board selects a non-independent Director to serve as the Chair of the Board, it shall also select an independent Director to serve as the independent lead Director (the “**Lead Director**”). In this mandate, the term “independent” includes the meanings given to similar terms by Applicable Governance Rules, including the terms “non-executive”, “outside” and “unrelated” to the extent such terms are applicable under Applicable Governance Rules. The Board shall assess, on an annual basis, the adequacy of this mandate.

3. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Board fall into a number of categories, which are summarized below.

A. Legal Requirements

- (a) The Board has the overall responsibility to ensure that applicable legal requirements are complied with and documents and records have been properly prepared, approved and maintained.
- (b) The Board has the statutory responsibility to, among other things:
 - A. manage, or supervise the management of, the business and affairs of the Company;

- B. act honestly and in good faith with a view to the best interests of the Company;
 - C. declare conflicts of interest, whether real or perceived;
 - D. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
 - E. act in accordance with the obligations contained in the British Columbia *Business Corporations Act* (the “**BCBCA**”), the regulations under the BCBCA, the articles of the Company, applicable securities laws and policies, applicable stock exchange rules, and other applicable legislation and regulations.
- (c) The Board has the responsibility for considering and taking action with respect to the following matters as a Board, which may not be delegated to management or to a committee of the Board except in exceptional circumstances:
- A. any submission to the shareholders of any question or matter requiring the approval of the shareholders;
 - B. the filling of a vacancy among the directors or in the office of auditor, the appointment of any additional directors and the appointment or removal of either of the CEO or the Chair of the Board of the Company;
 - C. the issue of securities;
 - D. the development of corporate goals and objectives that the CEO is responsible for meeting and to monitor and assess the performance of the CEO in light of those corporate goals and objectives and to determine the compensation of the CEO;
 - E. the declaration of dividends;
 - F. the approval of a management information circular;
 - G. the approval of a take-over bid circular, directors’ circular or issuer bid circular;
 - H. the approval of annual financial statements of the Company; and
 - I. any other matter which is required under the Applicable Governance Rules or applicable corporate laws to be decided by the Board as a whole.

In addition to those matters which at law cannot be delegated, the Board must consider and approve all major decisions affecting the Company, including all material acquisitions and dispositions, material capital expenditures, material debt financings, issue of shares and granting of options.

B. Strategy Development

The Board has the responsibility to ensure that there are long-term goals and a strategic planning process in place for the Company and to participate with management directly or through committees in developing and approving the strategy by which the Company proposes to achieve these goals (taking into account, among other things, the opportunities and risks of the business of the Company).

C. Risk Management

The Board has the responsibility to safeguard the assets and business of the Company, identify and understand the principal risks of the business of the Company and to ensure that there are appropriate systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Company.

4. RESPONSIBILITIES AND EXPECTATIONS OF DIRECTORS

The responsibilities and expectations of each Director are as follows:

A. Commitment, Attendance and Participation in Meetings

All Directors should make every effort to attend all meetings of the Board and meetings of committees of which they are members. Members may attend by telephone.

Each Director should be sufficiently familiar with the business of the Company, including its financial position and capital structure and the risks and competition it faces, to actively and effectively participate in the deliberations of the Board and of each committee on which he or she may be a member. Directors should also review the materials provided by management and the Company's advisors in advance of meetings of the Board and committees and should arrive prepared to discuss the matters presented.

B. Code of Business Conduct and Ethics

Directors should be familiar with the provisions of the Company's Code of Business Conduct and Ethics. Each Director should also strive to perform his or her duties in keeping with current and emerging corporate governance best practices for directors of publicly-traded companies.

C. Other Directorships

Directors should advise the chair of the Board before accepting any new membership on other boards of directors or any other affiliation with other businesses or governmental bodies which involve a significant commitment by the Director.

D. Confidentiality

The proceedings and deliberations of the Board and its committees are, and shall remain, confidential. Each Director should maintain the confidentiality of information received in connection with his or her services as a director of the Company.

E. Evaluating Board Performance

The Board and each of its committees of the Board should conduct a self-evaluation periodically to assess their effectiveness. In addition, the Board should periodically consider the mix of skills and experience that Directors bring to the Board and assess, on an ongoing basis, whether the Board has the necessary composition to perform its oversight function effectively.

5. QUALIFICATIONS AND DIRECTORS' ORIENTATION

Directors should have the highest personal and professional ethics and values and be committed to advancing the interests of the Company. They should possess skills and competencies in areas that are relevant to the business of the Company. The CEO and the Chair of the Board are jointly responsible for the provision of an orientation program for new Directors to explain the Company's approach to corporate governance and the nature and operation of its business. The CEO is also responsible for generating continuing education opportunities for all Directors so that members of the Board may maintain and enhance their skills as Directors.

6. MEETINGS

The Board should meet on at least a quarterly basis and should hold additional meetings as required or appropriate to consider other matters. In addition, the Board should meet as it considers appropriate to consider strategic planning for the Company. Financial and other appropriate information should be made available to the Directors in advance of Board meetings.

Independent directors should meet separately from non-independent directors and management at least once per year in conjunction with regularly scheduled Board meetings, and at such other times as the independent directors consider appropriate to ensure that the Board functions in an independent manner.

7. RESOURCES

The Board has the authority to retain independent legal, accounting and other consultants. The Board may request any officer or employee of the Company or outside counsel or the external/internal auditors to attend a meeting of the Board or to meet with any member of, or consultant to, the Board.

Directors are permitted to engage an outside legal or other adviser at the expense of the Company where for example he or she is placed in a conflict position through activities of the Company, but any such engagement shall be subject to the prior approval of the Board.

Issue Date: [●], 2018

Authorized By: Board of Directors

Review: Annually

Revised Date: