

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;
 - I. the identification of individual candidates qualified to become Board members and the creation and composition of the Board’s committees; and
 - J. 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.

