

**RUBICON ORGANICS INC.**  
**(the “Company”)**

**COMPENSATION COMMITTEE CHARTER**

**1. POLICY STATEMENT**

It is the policy of the Company to establish and maintain a Compensation Committee (the “**Committee**”) to assist the directors (individually a “**Director**” and collectively the “**Board**”) of the Company in carrying out the Board’s oversight responsibility for (i) developing and overseeing the Company’s human resources and compensation policies and processes, and (ii) demonstrating to the shareholders of the Company that the compensation of the directors of the Company who are also employees of the Company is recommended by Directors who have no personal interest in the outcome of decisions of the Committee and who will have due regard to the interests of all of the shareholders of the Company.

In carrying out its duties and responsibilities, the Committee shall have the authority to:

- (a) meet with and seek any information it requires from employees, officers, directors, or external parties, such as the Company’s external auditors;
- (b) investigate any matter relating to the Company’s compensation practices, or anything else within its scope of responsibility;
- (c) obtain full access to all Company books, records, facilities and personnel; and
- (d) at its sole discretion and at the Company’s expense, retain and set the compensation for outside legal or other advisors, as necessary to assist in the performance of its duties and responsibilities.

The Company will provide appropriate funding, as determined by the Committee, for compensation to any advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**2. COMPOSITION OF COMMITTEE**

- (a) The Committee shall be established by a resolution of the Board. The Committee shall consist of a minimum of three Directors. The Board shall appoint the members of the Committee. The Board may appoint one member of the Committee to be the chair of the Committee (the “**Chair**”).
- (b) A majority of the members of the Committee shall be Directors who are independent within the meaning of 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**”). In this charter, 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.

- (c) If a matter that is considered by the Committee is one in which a member of the Committee, either directly or indirectly, has a personal interest, that member shall excuse himself or herself from any portion of a meeting at which such matter is discussed and shall not vote on such matter.
- (d) A Director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board or until his or her resignation.

### **3. MEETINGS OF THE COMMITTEE**

- (a) The Committee shall convene a minimum of twice each year at such time and place as may be determined by the Chair of the Committee and whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of the Company (the “CEO”).
- (b) Notice of each meeting of the Committee shall be given to each member of the Committee, who shall each be entitled to attend each meeting of the Committee.
- (c) Notice of a meeting of the Committee shall:
  - (i) be in writing, which includes electronic communication facilities;
  - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;
  - (iii) to the extent practicable, be accompanied by a copy of documentation to be considered at the meeting; and
  - (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
- (d) A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee. However, it shall be the practice of the Committee to require review and, if necessary, approval of important matters by all members of the Committee.
- (e) A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to chair the meeting. In addition, the members

of the Committee shall choose one of the persons present to be the secretary of the meeting.

- (g) Minutes shall be kept of all meetings of the Committee and shall be signed by either the chair or the secretary of the meeting. The Chair of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Board.

4. **COMPENSATION-RELATED DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

- (a) The Committee's primary compensation-related duties and responsibilities are to review and make recommendations to the Board in respect of:
  - (i) compensation policies and guidelines;
  - (ii) management incentive and perquisite plans and any non-standard remuneration plans;
  - (iii) senior management, executive and officer compensation; and
  - (iv) board compensation matters, including compensation of both independent and non-independent members of the Board.
- (b) In carrying out its duties and responsibilities, the Committee shall:
  - (i) annually assess and make a recommendation to the Board with regard to the competitiveness and appropriateness of the compensation package of the CEO, all other officers of the Company and such other key employees of the Company or any subsidiary of the Company as may be identified by the CEO and approved by the Committee (collectively, the "**Designated Employees**");
  - (ii) annually review the respective performance goals and criteria for the CEO and all other senior executives and evaluate the performance of the CEO and such senior executives against such goals and criteria and recommend to the Board the amount of regular and incentive compensation to be paid to the CEO and other senior executives;
  - (iii) annually review and make a recommendation to the Board regarding the CEO's performance evaluation of Designated Employees, other than the senior executives, and his recommendations with respect to the amount of regular and incentive compensation to be paid to such Designated Employees, other than the senior executives;
  - (iv) review and make a recommendation to the Board regarding any employment contracts or arrangements with any of the Designated Employees, including any arrangements to take effect in the event of a termination of employment;

- (v) when requested by the CEO, review and make recommendations to the Board regarding short term incentive or reward plans and, to the extent delegated by the Board, approve awards to eligible participants;
  - (vi) review and make recommendations to the Board regarding the structure and implementation of incentive stock option plans, restricted share unit plans, performance share unit plans, or any other long term incentive plans and, to the extent delegated by the Board, approve grants to participants and the magnitude and terms of their participation;
  - (vii) annually prepare or review the report on executive compensation and compensation discussion and analysis required to be disclosed in the Company's information circular or any other compensation matter required to be publicly disclosed by the Company;
  - (viii) periodically review and make a recommendation to the Board regarding the compensation of the Board;
  - (ix) as required, retain independent advice in respect of compensation matters and, if deemed appropriate by the Committee, meet separately with such advisors; and
  - (x) assess, on an annual basis, the adequacy of this charter.
- (c) The Committee shall review management's policies and practices respecting the Company's compliance with applicable legal prohibitions, disclosure requirements or other requirements on making or arranging for personal loans to Directors and senior officers or amending or extending any such existing personal loans or arrangements.
- (d) The Committee shall identify, on an annual basis, the risks, if any, arising from the Company's compensation policies and practices, and in connection with the identification of such risks shall:
- (i) consider the implications of the identified risks,
  - (ii) evaluate the degree, if any, to which the Company's compensation policies and practices encourage or may be perceived as encouraging the taking of inappropriate or excessive risks on the part of management, and
  - (iii) identify any risks that may reasonably lead to a material adverse effect on the Company.
- (e) In carrying out the analysis in (e), the Committee shall have regard for:
- (i) the extent to which compensation policies or practices deviate within the Company, from one business unit to another or between members of senior management;

- (ii) the extent to which risk management and regulatory compliance form part of the performance metrics used to determine compensation;
  - (iii) overall compensation expenses relative to corporate revenues;
  - (iv) whether or not the Company's compensation policies provide for a maximum benefit or payout limit;
  - (v) the relationship between long-term organizational goals and short-term compensation mechanisms; and
  - (vi) the degree to which compensation plans containing performance goals are weighted towards short-term rather than long-term corporate objectives.
- (f) In connection with the identification of any risks associated with the compensation policies and practices of Company, the Committee shall recommend to the Board the adoption of practices that will assist in the identification and mitigation of any risks associated with the compensation policies and practices of the Company.
- (g) In addition to the foregoing, the Committee shall undertake on behalf of the Board such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate performance evaluation and compensation programs are in place and operating effectively.

**5. GENERAL DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

- (a) The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
- (b) The Committee shall keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates.

<b>Issue Date:</b>	July 31, 2018	<b>Authorized By:</b>	Board of Directors
<b>Review:</b>	Annually		
<b>Revised Date:</b>			