

RUBICON ORGANICS INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

to be held on August 19, 2020

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of Rubicon Organics Inc. ("**Rubicon**" or the "**Company**") will be held at 10:00 a.m. (Pacific Time) on August 19, 2020 virtually via live audio webcast online at <https://web.lumiagm.com/255240996> for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2019, together with the report of the Company's auditors thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint Deloitte LLP as the Company's auditors for the ensuing year and to authorize the directors to fix the auditors' remuneration;
4. to approve amendments to the Company's Equity Incentive Plan as set out in Schedule "A" of the Company's management information circular (the "**Circular**") for the Meeting;
5. to approve amendments to the Company's Deferred Share Unit Plan as set out in Schedule "B" of the Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting. The Circular and other Meeting materials also contain important information with respect to voting your Common Shares, attending the Meeting online and participating at the Meeting.

This year, out of an abundance of caution, to proactively deal with the public health impact of the recent Coronavirus outbreak, also known as COVID-19, and to mitigate the risks to the health and safety of our communities, Shareholders, employees and other stakeholders, we will hold the Meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will not be able to attend the Meeting in person.

Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://web.lumiagm.com/255240996>. Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary ("**Beneficial Shareholders**") who have not duly appointed themselves as proxyholder will be able to attend as guests and listen to the webcast but will not be able to participate or vote at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting online, the enclosed proxy must be completed, dated, signed and received by the Company's transfer agent, Odyssey Trust Company ("**Odyssey**") by mail to 323 - 409 Granville Street, Vancouver, BC V6C 1T2, Attention: Proxy Department, before 10:00 a.m. (Pacific Time) on August 17, 2020 or, if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the adjourned Meeting.

Alternatively, registered Shareholders can vote by logging onto Odyssey's website at, <http://odysseytrust.com/Transfer-Agent/login>. Registered Shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the Shareholder's control number. If you vote online, do not also mail this proxy.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form. If you wish that a person other than the management nominees identified on the form of proxy or voting instruction form attend online and participate at the Meeting as your proxy and vote your Common Shares (including if you are a Beneficial Shareholder and wish to appoint yourself as proxyholder to attend online) at the Meeting, you MUST register such proxyholder after having submitted your form of proxy or voting instruction form identifying such proxyholder. Failure to register the proxyholder will result in the proxyholder not receiving a username to participate in the Meeting. Without a username, proxyholders will not be able to attend online, participate or vote at the Meeting. To register a proxyholder, Shareholders MUST send an email to rubicon@odysseytrust.com and provide Odyssey with their proxyholder's contact information, amount of Common Shares appointed, name in which the Common Shares are registered if they are a registered Shareholder, or name of broker where the Common Shares are held if a Beneficial Shareholder, so that Odyssey may provide the proxyholder with a username via email.

If you are a Beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors have fixed July 13, 2020 as the record date for the purposes of determining Shareholders entitled to receive notice of the Meeting and to vote thereat. Accordingly, Shareholders of record as at the close of business on July 13, 2020 will be entitled to attend online and vote at the Meeting and any adjournment thereof.

DATED at Vancouver, British Columbia, the 13th day of July, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Jesse McConnell

Jesse McConnell

Chief Executive Officer & Director