Management's Discussion and Analysis

Rubicon Organics Inc.

For the Three and Nine Months Ended September 30, 2019

November 26, 2019

Expressed in Canadian dollars

INTRODUCTION

This management discussion and analysis ("MD&A") of the financial condition and results of operations of Rubicon Organics Inc. ("Rubicon Organics", "ROI" or the "Company") is for the three and nine months ended September 30, 2019. It is supplemental to and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements including the accompanying notes for the three and nine months ended September 30, 2019 (the "Interim Financial Statements") and the audited financial statements for the year ended December 31, 2018. The Company's Interim Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements including *IAS 34, Interim Financial Reporting*. The Company's Financial Statements are prepared in accordance with IFRS as issued by the IASB. This MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. Additional information regarding the Company is available on our website at www.rubiconorganics.com or through the SEDAR website at www.sedar.com. This discussion covers the three and nine months ended September 30, 2019, and the subsequent period up to the date of November 26, 2019.

Throughout this document the terms we, us, our, Rubicon Organics, ROI and the Company refer to Rubicon Organics Inc. and its subsidiaries during the three and nine months ended September 30, 2019.

All figures in this MD&A are in Canadian Dollars unless otherwise noted.

DESCRIPTION OF THE BUSINESS

Corporate Structure

Rubicon Organics was incorporated pursuant to the *Business Corporations Act* (British Columbia) on May 15, 2015. On May 22, 2018, the Company changed its name from West Coast Land Corporation to Rubicon Organics Inc. and replaced its articles in their entirety, the effect of which included adding advance notice provisions for the election of directors. The Common Shares are listed on the Canadian Securities Exchange ("CSE") under the symbol "ROMJ" and on the OTCQX under the symbol "ROMJF".

The address of the Company's registered office and records is 1200 Waterfront Centre, 200 Burrard Street, PO Box 48600 Vancouver, British Columbia V7X 1T2. The Company's head office is unit 505 - 744 West Hastings Street, Vancouver, British Columbia V6C 1A5. The Company's corporate website is www.rubiconorganics.com.

Rubicon Organics' subsidiaries are as follows:

Name	Place of Incorporation	Ownership Percentage
Rubicon Organics Canada Corp. *(formerly 1113603 B.C. Ltd.)*	BC, Canada	100%
Bridge View Greenhouses Ltd. ("Bridge View")	BC, Canada	100%
Vintages Organic Cannabis Company Inc. ("Vintages") (licensed producer under the *Cannabis Act*)	BC, Canada	100%
West Coast Marketing Corporation	BC, Canada	100%
Rubicon Holdings, Inc. ("RHI")	WA, United States	100%
West Coast Property Holdings, Inc.	WA, United States	100%
Rubicon Property 1, LLC	WA, United States	100%
Rubicon Property 2, LLC	WA, United States	100%
Rubicon California, LLC (1)	CA, United States	100%
Great Pacific Brands, LLC	WA, United States	100%
Red Dog Operations, Inc.	WA, United States	100%
Seymour Soils, Inc.	WA, United States	100%

Expressed in Canadian dollars

Kool Gildea, Inc. (2)	CA, United States	0%

(1) Rubicon California, LLC's sole current purpose is to hold the Company's parcel of land in California that is listed for sale.
(2) On January 30, 2018, an agreement was executed between the Company and Kool Gildea, Inc. ("KG Inc."), a California non-profit mutual benefit corporation granting the Company the power to direct relevant activities of KG Inc., in particular the appointment and removal of governing members. As a result of this control, KG Inc. is consolidated in the Financial Statements in accordance with IFRS 10. KG Inc. has been inactive since its California state cannabis license expiry in 2018.

Business of the Company

Rubicon Organics is a holder of licenses under the *Cannabis Act* ("LP") focused on providing certified organic, premium cannabis products for the recreational and medical-use markets in Canada. The Company also provides ancillary services to the cannabis industry in the State of Washington where it leases out a hybrid greenhouse facility and sells branded packaging for either wholly owned or licensed brands to state-licensed cannabis operators. Rubicon Organics' ancillary involvement in the cannabis sector in the United States is in compliance with applicable licensing requirements and the regulatory frameworks enacted by the State of Washington. The Company's sole operation in California is to hold a parcel of land which is for sale.

Canada

Rubicon Organics' owns and operates a 125,000 square foot high-tech greenhouse located on a 20-acre property in Delta, British Columbia (the "Delta Facility"). The property was acquired in September 2017 and retrofitted in 2018 to comply with Health Canada standards in preparation for cannabis cultivation and processing licensing.

On February 1, 2019, the Company's wholly owned subsidiary, Vintages, was awarded a cultivation license and a processing license (the "Cultivation & Processing Licenses") from Health Canada with respect to the Delta Facility. As a result of receiving these licenses, the Company's entire greenhouse facility is licensed for cultivation and processing. Additionally, the licenses allowed the Company to bring in an extensive library of unique and proven genetic starting materials including unique stabilized cultivars previously developed in the medical cannabis market, which are expected to be instrumental in Rubicon Organics' breeding program for new strains to the Canadian market.

In July 2019, the Company received its organic certification from the Fraser Valley Organic Producers Association ("FVOPA"), Canada's preeminent certification body for organic operators. Rubicon Organics is one of only two LPs in Canada to receive the organic certification from FVOPA and one of just five LPs to have organic certification for cannabis production in the country.

The Company is currently focused on ramping up the Delta Facility which expects to have production capacity of more than 11,000 kilograms per year of certified organic, premium cannabis when it reaches full scale production in 2020. The Company completed its first pilot scale research and development harvest at the Delta Facility in June 2019 and completed its first commercial scale harvest in October 2019.

The Company plans to launch a certified organic, premium cannabis brand in Canada in Q1 2020 and complete the required pre-sale inspection to obtain a sales authorization under the Cultivation & Processing Licenses from Health Canada (the "Sales License") in the first half of 2020.

Washington

The Company's operations in Washington are to provide ancillary services to participants in the cannabis industry in that state. On November 20, 2014, the Company acquired 16.6 acres of industrial land in Ferndale, Washington. In Q4 2017, the Company completed the construction of a 40,000 square foot high-tech, venlo-style greenhouse on the property capable of producing 4,500 kilograms of cannabis per year (the "Washington Facility").

The Company has leased the Washington Facility to Diesel Propagation, Inc., an I-502 Tier 3-licensed tenant (the "Washington Tenant"), in compliance with the regulations of the Washington State Liquor and Cannabis Board (the "WSLCB"). In April 2019, the Washington Tenant completed the first commercial scale harvest of premium organic cannabis at the facility, using Rubicon Organics' proprietary cultivation program. The Washington Facility is now fully planted out and bi-weekly crop harvest is ongoing.

In June 2019, the Company announced the exclusive license in Washington with Cookies Creative Promotions, LLC for *Cookies*, an iconic California-based cannabis brand. Through this partnership, Cookies cannabis strains will be grown at the Washington Facility by the Washington Tenant and the Company has the exclusive license for sale of the branded packaging of the Cookies brand.

California

The Company has substantially ceased its operations in California to focus on the greenhouse facilities it wholly owns in Canada and Washington. Until early 2019, Rubicon Organics provided ancillary services to participants in the cannabis industry in California through the sale of branded packaging to state-licensed operators. The Company's sole operation in California is to hold a parcel of land which is for sale.

KEY DEVELOPMENTS IN THE THREE MONTHS ENDED SEPTEMBER 30, 2019

Highlights

- **Delta Facility received its organic certification from the Fraser Valley Organic Producers Association**
- **Delta Facility completes the Environmental Farm Plan Assessment**
- **Secured gross proceeds of $8.5 million from an overnight marketed public offering of 3.15 million units and the listing of warrants for trading on the CSE**

Canada

On February 1, 2019, Health Canada awarded the Cultivation & Processing Licenses to the Delta Facility. As a result of receiving these licenses, the Company's entire 125,000 square foot facility is licensed for cultivation and processing. The Delta Facility has been specifically designed to utilize both industry leading LED technology and supplemental sunlight allowing Rubicon Organics to produce organic cannabis at scale at the highest possible quality.

During the third quarter, the Company continued to ramp-up the Delta Facility readying it for full scale commercial production. With the initial genetic starting materials on site, the first pilot scale harvest was completed in June 2019. In July 2019, commercial planting began in the first fully optimized compartment of the facility. The facility has a total of five compartments and the Company is working on readying and testing the remaining compartments on a systematic basis. The cultivation team has tested genetics and their response to the facility and climate in order to optimize commercial harvests.

On July 16, 2019 the Delta Facility received its organic certification from FVOPA, Canada's preeminent certification body for organic operators. As a result, the Company is one of only a few LPs in Canada positioned to supply certified organic, premium cannabis grown at scale to a market where organic products are in high demand, short supply and priced at significant premiums. FVOPA's rigorous certification program is compliant with International Organization for Standardization ("ISO") 17065, Canadian Organic Standards and BC Certified Organic programs.

On July 17, 2019, the Company completed the Environmental Farm Plan ("EFP") assessment at its Delta Facility. The EFP in British Columbia is a Canadian Agriculture Partnership initiative that is jointly funded by Agriculture and Agri-Food Canada and the BC Ministry of Agriculture which is delivered by the BC Agricultural Research and Development Corporation ("ARDCorp"). The program is voluntary, requires a comprehensive workbook assessment and a plan developed by the program to assess environmental sustainability in agricultural production with regards to mitigation of the effects of water, nutrients and pesticides use on the environment and human health. The EFP Program in British Columbia supports agricultural operations to complete agri-environmental risk assessments. Benefits of completing an EFP include improved sustainability of British Columbia's agricultural industry, recognition of efforts to manage land in an environmentally sustainable manner, enhanced marketing opportunities and improved relationships with environmental agencies and improved response to environmental incidents through contingency planning.

On September 23, 2019, the Company commenced its first commercial harvest which was completed in early October.

Washington

During the quarter ended September 30, 2019, the Company has not recorded lease revenue from the Washington tenant and has recorded an allowance against revenue earned in 2019 to date on the basis that the Company is in on-going discussions to abate the rent for the 2019 year. The Washington tenant has been investing their capital in certain equipment and operations ramp up and requested the rent abatement. The Company now expects rent payments to commence in January 2020.

Corporate

On July 12, 2019, the Company entered into a $500,010 second mortgage financing loan from a group of US lenders. The loan bears interest at a rate of 12.0% per annum (compounded quarterly) and matures on July 12, 2021. The lenders were also issued 100,002 warrants with an exercise price of $4.50 per common share that expire on July 12, 2022. This facility is secured as a second mortgage against the Delta Facility, ranking on par with other second mortgages.

On July 12, 2019, the Company issued an aggregate of 166,000 stock options to employees of the Company. The options are exercisable at $3.25 per share for a period of five years expiring on July 12, 2024, pursuant to the terms of the equity incentive plan.

On July 14, 2019 the Company held its first annual general and special meeting of the shareholders and approved the following matters: (i) receiving the audited financial statements of the Company for the financial year ended December 31, 2018, together with the report of the Company's auditors thereon; (ii) setting the number of directors at five; (iii) electing the directors of the Company for the ensuing year; (iv) appointing Deloitte LLP as the Company's auditors for the ensuing year and authorizing the directors to fix the auditors' remuneration; and (iv) approving the Company's Deferred Share Unit Plan.

On August 23, 2019, the Company completed of an overnight marketed public offering of 3,150,000 units at a price of $2.70 per unit for gross proceeds of $8,505,000 (the "August Financing"). Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price equal to $3.50 per share for a period of 30 months following the closing of the offering, subject to an accelerated expiry if the volume-weighted average price of the common shares on the Canadian Securities Exchange is equal to or greater than $3.80 per common share for 20 consecutive trading days.

On September 20, 2019, the Company granted 75,000 deferred share units ("DSUs") and 45,500 stock options. The DSUs were granted pursuant to the Company's DSU plan to independent directors of the Company as compensation for their services. The DSUs vest immediately and may only be redeemed for an equivalent number of common shares of the Company upon a holder ceasing to be a director of Rubicon Organics. In addition, the Company granted stock options for a total of 45,500 common shares to employees of the Company in accordance with the Company's equity incentive plan. The stock options vest over a three-year period and are exercisable at $3.25 per share for a period of five years from the date of grant.

Expressed in Canadian dollars

DEVELOPMENTS SUBSEQUENT TO SEPTEMBER 30, 2019

Canada

On October 7, 2019, the Company completed a successful first commercial harvest of certified organic, premium cannabis at its flagship Delta Facility. The harvest passed all microbiology and contaminant testing to be fully compliant with Health Canada standards and has enabled the Company to submit its sales license amendment with Health Canada -- marking a significant milestone in the Company's execution strategy as it moves towards brand launch in Canada.

Rubicon Organics' fully licensed 125,000-square-foot facility in Delta has approximately 80,000 square feet of flowering canopy space divided into five climate-controlled compartments with LED lighting. In addition, the facility has one climate-controlled nursery. The Company's first commercial-scale crop was planted in and harvested from the first of these compartments. Planting for all compartments is expected to be complete by the end of 2019 with plants for four out of five compartments migrated from the nursery. The remaining compartment is expected to be in place early in the new year.

Crops are planted in stages in order to achieve full production capacity which is estimated to be 11,000 kg per year. Once the facility is fully planted, the Company intends to maximize efficiencies and ensure a consistent supply of fresh flower through a perpetual harvest strategy that targets a harvest every 2.5 weeks.

OUTLOOK

Canada: The Company is currently focused on ramping up the Delta Facility which will have production capacity of approximately 11,000 kilograms per year of certified organic, premium cannabis when it reaches full scale production in 2020.

The Company plans to launch a certified organic, premium cannabis brand in Canada in Q1 2020 and obtain its Sales License in the first half of 2020. The Company is in advanced discussions with the provincial cannabis boards and expects to execute supply agreements upon receipt of the Sales License.

Washington: The Company intends to continue leasing the Washington Facility to the Washington Tenant.

California: The Company has substantially ceased its operations in California to focus on the greenhouse facilities it wholly owns in Canada and Washington.

Corporate: The Company expects to refinance debt maturing in 2020 to a long-term mortgage financing facility at lower interest rates and may seek other capital through equity, debt arrangements, or sale of existing assets.

QUARTERLY HIGHLIGHTS

The following table sets forth select financial information of the Company as at and for the three and nine months ended September 30, 2019 and December 31, 2018:

	September 30, 2019	**December 31, 2018**
	$	**$**
Current assets	**8,587,142**	2,290,446
Total assets	**38,845,738**	28,328,663
Current liabilities	**8,239,305**	3,355,530
Non-current liabilities	**8,350,088**	2,911,820
Total liabilities	**16,589,393**	6,267,350
Shareholders' equity	**22,256,345**	22,061,313

Expressed in Canadian dollars

	For the three months ended September 30,		For the nine months ended September 30,	
	2019	**2018**	**2019**	**2018**
	$	**$**	**$**	**$**
Revenue	—	520,976	—	1,356,768
Loss from operations	**(3,832,607)**	(3,697,218)	**(9,176,493)**	(7,564,602)
Net loss from continuing operations	**(4,454,453)**	(3,815,832)	**(10,189,098)**	(24,133,137)
Net loss for the period	**(4,454,453)**	(3,987,069)	**(10,189,098)**	(24,723,171)
Total comprehensive loss	**(4,299,700)**	(3,791,479)	**(10,622,127)**	(24,523,201)
Loss per share from continuing operations	**(0.12)**	(0.12)	**(0.28)**	(0.74)
Loss per share from operations	**(0.12)**	(0.12)	**(0.27)**	(0.76)

There were no distributions or cash dividends during the period.

The table below summarizes the Company's cash flows for the nine months ended September 30, 2019 and 2018:

	For the nine months ended September 30,	
	2019	**2018**
	$	**$**
Net cash provided (used in)		
Operating activities	**(8,007,074)**	(6,686,775)
Investing activities	**(5,428,478)**	(8,912,210)
Financing activities	**17,757,633**	15,291,222
Effect of foreign exchange on cash	**(21,610)**	(68,427)
Increase (decrease) in cash	**4,300,471**	(376,190)
Cash beginning of the period	**232,420**	2,921,051
Cash end of the period	**4,532,891**	2,544,861

Throughout 2019, the Company's focus has been on its primary assets, being its Delta Facility and its Washington Facility. During that period the Company expanded its Canadian team in order to execute on the next phase of its business plan, which was the successful cultivation in Q3 of its first commercial crop of certified organic, premium cannabis.

There were no sales of cannabis product or branded packaging during the first three quarters of 2019. Revenue in Q3 2018 related to the sale of cannabis products and branded packaging in California and Washington.

Rubicon Organics' operations continue to be funded through equity and debt financing.

Expressed in Canadian dollars

FINANCIAL REVIEW AND RESULTS OF OPERATIONS

The following summary of financial information has been derived from the Condensed Consolidated Interim Financial Statements:

	For the three months ended		**For the nine months ended**	
	September 30, 2019	**September 30, 2018 (restated)***	**September 30, 2019**	**September 30, 2018 (restated)***
Revenue				
Product sales	—	520,976	—	1,356,768
Cost of sales	—	—	—	—
Production costs	**(465,782)**	—	**(747,482)**	—
Inventory expensed to cost of sales	—	(534,715)	—	(1,033,354)
Loss on inventory write-off	—	(56,346)	**(137,602)**	(85,921)
Gross profit (loss) before fair value adjustments	**(465,782)**	(70,085)	**(885,084)**	237,493
Gain on changes in fair value of biological assets	**1,454,099**	—	**1,756,860**	—
Gross profit (loss)	**988,317**	(70,085)	**871,776**	237,493
Other income	—	—	**1,280,284**	—
Operating expenses				
Share-based compensation	**812,451**	828,906	**2,713,390**	1,096,758
Consulting, salaries and wages	**1,256,798**	1,042,251	**2,822,896**	2,394,096
General and administrative	**854,877**	1,470,254	**2,680,069**	3,193,080
Provision for credit losses	**1,271,328**	—	**1,271,328**	—
Depreciation and amortization	**411,276**	70,356	**1,020,013**	276,220
Sales and marketing	**214,194**	215,366	**820,857**	841,941
	4,820,924	3,627,133	**11,328,553**	7,802,095
Loss from operations	**(3,832,607)**	(3,697,218)	**(9,176,493)**	(7,564,602)
Interest on loans	**610,654**	35,608	**965,781**	100,305
Other expenses	**11,192**	83,006	**121,159**	16,468,230
Loss from continuing operations before income tax	**(4,454,453)**	(3,815,832)	**(10,263,433)**	(24,133,137)
Income tax recovery	—	—	**74,335**	—
Net loss from continuing operations	**(4,454,453)**	(3,815,832)	**(10,189,098)**	(24,133,137)
Net loss for the period	**(4,454,453)**	(3,987,069)	**(10,189,098)**	(24,723,171)
Total comprehensive loss	**(4,299,700)**	(3,791,479)	**(10,622,127)**	(24,523,201)

Revenue and Other Income

There were no product sales during the first three quarters of 2019. With completion of the first commercial harvest from the Delta Facility and submission to obtain its Sales License, the Company anticipates revenue from the sale of cannabis products in Q1 2020. Other income of $1,280,284 during the period relates to the lease of the Washington Facility where lease revenue is receivable but the Company is in discussions to abate payment until January 2020. As such, management has recognized lifetime expected credit losses equal to the receivable's carrying value.

The Company recognised a gain of $1,454,099 on biological assets during the quarter. The gain is the result of a significant number of plants at the Delta Facility reaching maturity as at September 30, 2019. The fair value of the biological assets was determined using a valuation model to estimate the expected harvest yield per plant applied to the estimated fair value less costs to sell per gram of dried flower. The Company completed its first commercial harvest at the Delta Facility over a two-week period from September 23 to October 7, 2019.

Revenue in 2018 relates principally to sales in California of 1964 Supply Co.™ branded cannabis products to distributors. The Company continued these sales up until KG Inc.'s license expired on August 15, 2018. From August 16, 2018, sales in California related exclusively to 1964 Supply Co.™ branded packaging sales. Through the latter part of 2018, the transition to a new licensing framework in California resulted in a shortage of supply of compliant, high quality flower. In order to adhere to its high-quality standards, the Company made the decision to halt sales until appropriate priced and quality product could be obtained resulting in lower sales. In 2019, there were no sales in California and the Company has ceased branded sales operations in the state to focus on primary assets in Canada and Washington.

Cost of sales

The Company incurred production costs of $747,482 for the nine months ended September 30, 2019. This amount consists primarily of labour and crop inputs used to bring cannabis plants to a point where they are ready for harvest. Included in this amount are $92,313 of depreciation and $107,550 of production ramp up costs that were incurred during the initial pilot grow that was for research and development prior to planting the first commercial crop. Management expects production costs per gram to decrease as the Company continues to ramp up operations and begins to realize economies of scale as it reaches full production capacity.

Operating expenses

Operating expenses have increased year over year with the ramp up of operations, including the build out of the Canadian team. Consulting, salaries and wages increased significantly, in accordance with the Company's operating plan, with headcount in Canada increasing from 18 as at December 31, 2018 to 45 as at September 30, 2019 to support the cultivation and sale of our first crops. Headcount increases included the build out of the compliance team, operations management (cultivation and production), commercial and sales teams. The Company anticipates that salaries expense will continue to increase through 2019 with the expansion of the corporate office team. Non-cash share-based payments reflect the issuance of options for new and existing team members as well as certain external consultants. Included within operating expenses for the nine months ended September 30, 2019 is a provision for credit losses of $1,271,328 applied against Washington Facility lease revenue. As discussed above, the Company has not recorded any additional lease revenue from the Washington tenant in Q3 and is in on-going discussions to abate the rent for the 2019 year. Depreciation for the three and nine months ended September 30, 2019 increased year over year due to recognition of depreciation since the commissioning of the Delta Facility in April 2019. These increases are offset by a decrease in general and administrative costs which were higher in prior year primarily due to legal fees associated with the reverse takeover and initial public offering. During the period ended September 30, 2019, the Company also recognised a loss on deconsolidation of Vega.

Other comprehensive income (loss)

The other comprehensive income (loss) with respect to foreign currency translation difference varies at each reporting date given the fluctuations between the United States Dollar and the Canadian Dollar. This foreign currency translation difference includes the impact of foreign exchange on intercompany loans whose retranslation is treated as equity (until the foreign operation is disposed of) and the translation of the foreign operation from its functional currency into Canadian Dollars. For the period ended September 30, 2019, the impact of the foreign currency translation differences was other comprehensive loss of $433,029 (September 30, 2018 – gain of $199,970).

SUMMARY OF QUARTERLY RESULTS

The following table summarizes quarterly financial results for Rubicon Organics for the last eight quarters:

	2019			2018				2017
(C$000's)	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenue and other income	—	642	638	84	754	674	517	261
Net Loss for the period	(4,454)	(3,489)	(2,277)	(4,672)	(3,504)	(19,128)	(2,571)	(1,803)
Weighted average shares outstanding	38,122	36,811	36,811	36,811	33,153	32,735	32,735	31,000
Net loss per share from operations, basic and diluted	($0.12)	($0.09)	($0.06)	($0.12)	($0.11)	($0.58)	($0.08)	($0.06)

In 2019, the Company earned other income from the lease of the Washington Facility. Prior to 2019, revenue related to sales in Washington and California from pilot scale operations. The net loss of the business has grown as the activity of the Company has grown with expansion of the team, increased professional services being obtained and the impact of non-cash, share-based payments on the quarterly results. For a detailed review of Q3 2019, refer to the results analysis under '*Financial Review and Results of Operations*'.

LIQUIDITY AND GOING CONCERN

As at September 30, 2019, the Company had cash available of $4,532,891 and working capital of $347,837. Operating activities in the nine months ended September 30, 2019 used $8,007,074 of cash, largely driven by the operating expenses (described above) in preparation for commercial scale operations. Further, the Company continued to invest in the Delta Facility to optimize each of the five cultivation compartments and expand and optimize the processing area.

During the nine months ended September 30, 2019, the Company received $10,184,930 in net proceeds from debt financings being net of the repayment of the original first mortgage on the Delta Facility with Farm Credit Canada ("FCC"). On August 23, 2019, the Company completed the August Financing for gross proceeds of $8,505,000 and incurred agent and legal fees of $925,772.

The Company's historical operations and development have principally been funded through debt and the sale of securities. The Company has not yet generated revenue from the Delta Facility but expects its first commercial scale harvest to be sold in Q1 2020. As at September 30, 2019, the Company had not achieved profitable operations and had accumulated losses of $52,308,584 since its inception.

The Financial Statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain debt or equity financing and the Company may contemplate the sale of certain assets until it achieves profitable operations. In addition, under the right terms and in order to fund new growth opportunities, management intends to continue its efforts to secure external financing through the issuance of equity and debt as a source of financing the operations of the Company or sale of certain assets; however, there can be no certainty that such funds will be available on a timely basis and at terms acceptable to the Company, or at all. The conditions described above including the uncertainties related to attaining profitable operations may cast significant doubt upon the Company's ability to continue as a going concern.

CAPITAL RESOURCES

The Company has the following contractual obligations as at September 30, 2019:

(C$000's)	**Payments due by period**				
Contractual obligations[1]	**Total**	**Less than 1 year**	**1-3 years**	**4-5 years**	**After 5 years**
Operating leases[2]	125	125	—	—	—
Lease liability[3]	70	18	52	—	—
Total contractual obligations	**195**	**143**	**52**	—	—

[1] Mortgage related contractual obligations are disclosed in note 13 of the Condensed Consolidated Interim Financial statements.
[2] Operating leases relate to rental of the Vancouver head office.
[3] Related to right-of-use tractor.

With the initial retrofitting completed and the Cultivation and Processing Licenses received from Health Canada, the Delta Facility has begun cultivation. The remaining capital required to optimize the Delta Facility will be financed through operating cash flows, debt and equity sources.

OUTSTANDING SHARE DATA

The Company's authorized share capital consists of an unlimited number of common shares without par value.

As at November 26, 2019 the Company has the following securities outstanding.

	Number of units
Common shares	39,966,425
Stock options	5,525,250
Warrants	7,331,442
Deferred share units	75,000
Fully Diluted Shares Outstanding	**52,898,117**

PROPOSED TRANSACTIONS

There are no undisclosed proposed transactions that will materially affect the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any material off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

On January 21, 2019, two executive officers and one significant shareholder increased existing revolving credit facilities provided to the Company in 2018 to a total of $600,000 and on February 28, 2019 the facilities were further increased to a total of $2,100,000. The revolving credit facilities bore an annual interest rate of 11%.

On April 25, 2019, these related parties loaned the Company $1,655,000 in connection with the $3,355,000 second mortgage financing loan. The loan from related parties included the rollover of the $1,371,447 outstanding under the revolving credit facilities. In connection with the debt, the Company issued 331,000 warrants to the related parties. As at September 30, 2019, $1,655,000 and $86,549 of interest is owed to these related parties.

Expressed in Canadian dollars

As at September 30, 2019, included in accounts payable and accrued liabilities is $39,998 (December 31, 2018: $181,360) owed to officers and directors of the Company for expenses paid on behalf of the Company in the normal course of operations. Included in accounts payable at September 30, 2019 is $nil in accrued salaries to executives (December 31, 2018: $103,126).

Compensation of key management personnel
Key management personnel are those persons having the authority and responsibility for planning, directing and controlling activities of the entity, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors.

Key management compensation was comprised of:

	September 30, 2019 $	**September 30, 2018 $**
Salaries	812,553	555,291
Share based compensation	1,448,308	491,057
Total compensation of key management personnel	**2,260,861**	**1,046,348**

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Financial Statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected.

Management considers the policies described in note 4 of the audited annual consolidated Financial Statements and Condensed Consolidated Interim Financial Statements to be the most critical in understanding the judgments that are involved in the preparation of the Company's Financial Statements and the uncertainties that could impact its results of operations, financial condition and cash flows.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

- IFRS 16 – *Leases* ("**IFRS 16**")

  IFRS 16 replaces the previous guidance on leases, predominantly IAS 17, *Leases*. The Company has applied IFRS 16 with an initial application date of January 1, 2019, in accordance with the transitional provisions specified in IFRS 16. As a result, the Company has changed its accounting policy for lease contracts as detailed below.

  The Company as lessor
  Rental income from operating leases is recognised on a straight-line basis over the term of the lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term

  The Company as lessee
  The Company adopted IFRS 16 on January 1, 2019 using the modified retrospective approach. Comparative information has not been restated. As a result, the Company recognized the cumulative effect of initially applying IFRS 16 as an adjustment to the accumulated deficit as at January 1, 2019.

  The Company has applied the following practical expedient:
  On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Company applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17, were not reassessed for whether there is a lease.

The Company applied the definition of a lease under IFRS 16 to contracts entered into or changed on or after January 1, 2019.

The Company has recognized lease liabilities and right-of-use assets at the date of initial application for leases previously classified as operating leases. The Company has elected not to recognize right-of-use assets and lease liabilities for lease terms of 12 months or less and leases for which the underlying asset is of low value. The Company has elected to measure the right-of-use assets at the carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the Company's incremental borrowing rate at the date of initial application. For the lease the Company previously classified as a finance lease under IAS 17, the carrying amount of the right-of-use asset and the lease liability at the date of initial application is equal to the carrying amount of the leased asset and lease liability immediately before the date of initial application.

The following is the Company's policy for accounting for lease contracts in accordance with IFRS 16:

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the commencement date of the lease. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use assets are adjusted for impairment losses, if any. The estimated useful lives and recoverable amounts of right-of-use assets are determined on the same basis as those of property and equipment. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method. The Company has elected not to recognize right-of-use assets and lease liabilities for lease terms of 12 months or less and leases for which the underlying asset is of low value. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

- IAS 40 – *Investment Property* ("**IAS 40**")

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured using the cost model wherein the investment property is measured:

(a) in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations if it meets the criteria to be classified as held for sale (or is included in a disposal group that is classified as held for sale);

(b) in accordance with IFRS 16 if it is held by a lessee as a right-of-use asset and is not held for sale in accordance with IFRS 5; and

(c) in accordance with the requirements in IAS 16 for the cost model in all other cases.

Investment properties are derecognised either when they have been disposed of (i.e., at the date the recipient obtains control) or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property the Company considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the carrying value at the date of change in use. If owner-occupied property becomes an investment property, the Company accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

FINANCIAL INSTRUMENTS

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics, and management intent as outlined below:

Cash	FVTPL
Accounts receivable	Amortized cost
Prepaid expenses and deposits	Amortized cost
Due from related parties	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Due to related party	Amortized cost
Mortgage	Amortized cost
Investment	FVTPL

The fair values of accounts receivable, prepaids and deposits, amounts due from related parties, accounts payable and accrued liabilities, and amounts due to a related party approximate their carrying amounts due to the short-term maturity of those instruments.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The main types of risk are credit risk, liquidity risk and market risk. These risks arise throughout the normal course of operations and all transactions are undertaken as a going concern. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk on its cash and accounts receivable. The carrying amount of these assets represent the maximum credit exposure.

The Company limits exposure to credit risk by maintaining its cash with institutions of high credit worthiness.

Institution	$
National banks	4,532,840
Cash	51

The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses credit quality of the counterparties, taking into account their financial position, past experience and other factors. Credit risk is mitigated by entering into arrangements with reputable and stable counterparties and frequent reviews of exposure to individual entities.

An impairment analysis of receivables is performed at each reporting date and the balances are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan and a change in the commercial terms associated with the balance held. The Company's largest receivable balance is the rent receivable from DPI (note 6 of the Financial Statements) which as noted above, a provision for lifetime expected credit losses equal to it's carrying amount has been recorded.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash. The Company manages its capital in order to meet short term business requirements, after taking into account cash flows, capital expenditures and cash holdings. The Company believes that these sources should be sufficient to cover the likely short-term requirements. In the long term, the Company may have to issue debt or additional common shares to ensure that there is cash available for its programs.

All current liabilities, being accounts payable, accrued liabilities, the current portion of the loans and borrowings, the current portion of lease liabilities and due to related parties, are payable within one year and are to be funded from cash. Long term liabilities consist of the loans and borrowings and lease liabilities.

Foreign exchange risk

The Company and its subsidiaries conduct business in foreign countries, with certain transactions denominated in currencies other than the functional currency of the Company or the subsidiaries conducting the business. Foreign currency transactions are exposed to currency risk due to fluctuations in foreign exchange rates.

For the three and nine months ended September 30, 2019 the Company was exposed to currency risk through the following assets and liabilities denominated in US$:

		September 30, 2019		December 31, 2018
Cash		68,451		35,903
Accounts payable and accrued liabilities		(744,780)		(610,936)
	US$	**(676,329)**	**US$**	**(575,033)**

A 10% change of the US$ against the Canadian $ at September 30, 2019 would have decreased net loss by $89,566 (December 31, 2018: $69,993) or increased net loss by $89,566 (December 31, 2018: $69,993).

Fair value

The Company classifies its fair value measurements with a fair value hierarchy, which reflects the significance of the inputs used in making the measurements as defined in IFRS 13 – *Financial Instruments; Fair Value Measurement* ("IFRS 13").

Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.
Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
Level 3 – Unobservable inputs which are supported by little or no market activity. As required by IFRS 13, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Cash is classified as a Level 1 financial instrument. Accounts receivables, loans and borrowings, due from related party, and accounts payable and accrued liabilities are classified as Level 2 financial instruments and are carried at amortized costs.

The Company's investment in Thirty Three Health was measured at fair value based on unobservable inputs and was considered a level 3 financial instrument.

There were no transfers within the fair value hierarchy during the period ended September 30, 2019.

CAPITAL MANAGEMENT

It is management's objective to safeguard its capital in order that it will be able to continue as a going concern in the best interests of all stakeholders.

The Company currently has had limited revenues to date and as such the Company is dependent upon external financings and debt to fund activities. In order to finance future projects and to pay for administrative activities, the Company will spend its existing working capital and raise additional funds through debt, equity, or a combination thereof as needed until it reaches profitable operations. The Company may also contemplate the sale of certain assets. Management reviews its capital management practices on an ongoing basis and believes that their approach, given the relative size of the Company, is reasonable. There have been no changes to the Company's capital management program during the three and nine months ended September 30, 2019.

RISKS AND UNCERTAINTIES

This section discusses factors relating to the business of the Company that should be considered by both existing and potential investors. The Company is pursuing commercial ventures in the cannabis business that encompass the biotechnology and agricultural industries and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. The Company remains in pilot scale and has limited revenue from operations. The Company continues to have limited capital resources and relies upon debt and/and equity financings to make new investments and to fund the operations of the Company. Investing in the Company's common shares involves significant risks. An investor should carefully consider the summary of risks described below, which are qualified in their entirety by reference to, and must be read in conjunction with, the detailed information appearing in the Company's MD&A dated April 26, 2019 and the short-form prospectus dated August 16, 2019. The risks and uncertainties described in the Company's MD&A dated April 26, 2019 and the short-form prospectus dated August 16, 2019 are those we currently believe to be material, but they are not the only ones we face. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, actually occur or become material risks, our business, prospects, financial condition, results of operations and cash flows could be materially and adversely affected. In that event, the market price of the Company's common shares could decline, and you could lose part or all of your investment.

CONFLICTS OF INTEREST

To the best of our knowledge, there are no known existing or potential material conflicts of interest among us and our directors, officers or other members of Management as a result of their outside business interests except that certain of our directors and officers serve as directors, officers or advisors of other companies, and therefore it is possible that a conflict may arise between their duties to us and their duties as a director, officer or advisor of such other companies.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this MD&A are forward-looking statements, such as estimates and statements that describe the Company's plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur.

Forward-looking statements may be identified by such terms as "believes", "if", "expects", "estimates", "may", "could", "should", "will", "intends" and similar expressions. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties.

Although the Company believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking statements are based on certain assumptions and analyses made by the Company considering the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward-looking statements included in this MD&A, the Company has made various material assumptions, including but not limited to (i) information or statements concerning the Company's expectations of current financial resources being sufficient to fund operations; (ii) obtaining the necessary regulatory approvals; (iii) that regulatory requirements will be maintained; (iv) general business and economic conditions; (v) the Company's ability to successfully execute its plans and intentions; (vi) the Company's ability to obtain financing at reasonable terms though the sale of equity and/or debt commitments; (vii) the Company's ability to attract and retain skilled staff; (viii) market competition; (ix) the products and technology offered by the Company's competitors; and (x) that our current good relationships with our suppliers, service providers and other third parties will be maintained.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors including: the legal status of cannabis cultivation, distribution and sales in the United States and Canada; changes in general economic conditions and conditions in the financial markets; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; uncertainty about the Company's ability to continue as a going concern; risk that the Company will not obtain or retain any relevant licenses; technological and operational difficulties encountered in connection with the Company's activities; changing foreign exchange rates and other matters discussed in this MD&A.

Although we have attempted to identify factors that would cause actual actions, events or results to differ materially from those described in forward-looking statements and information, there may be other factors that cause actual results, performances, achievements or events to not be as anticipated, estimated or intended. Many of the factors are beyond our control. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. We disclaim any intention and assume no obligation to update any forward-looking statements even if new information becomes available, as a result of future events, new information, or for any other reason except as required by law. These forward-looking statements are made as of the date hereof. Additional information related to us is available by accessing the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com.

ADDITIONAL INFORMATION

Additional information related to the Company is available on the Company's website at www.rubiconorganics.com and through its public filings on www.sedar.com.

Expressed in Canadian dollars

RUBICON ORGANICS INC.

Head Office	Unit 505 744 West Hastings Street Vancouver, BC, Canada, V6C 1A5
Registered & Records Office	C/O Borden Ladner Gervais LLP 1200 Waterfront Centre PO Box 48600 200 Burrard Street Vancouver, BC, Canada, V7X 1T2
Telephone	+1 (604) 331 1296
Directors	Margaret Brodie Bryan Disher David Donnan Jesse McConnell John Pigott
Officers	Jesse McConnell – Chief Executive Officer Margaret Brodie – Chief Financial Officer Tim Roberts – President Peter Doig – Chief Scientific Officer
Registrar and Transfer Agent	Odyssey Trust Company 323-409 Granville Street Vancouver, BC, Canada, V6C 1T2
U.S. Co-Agent	Equity Stock Transfer, LLC 602-237 W. 37th Street New York, NY 10018, USA
Auditor	Deloitte LLP, Chartered Professional Accountants 939 Granville Street Vancouver, BC, Canada, V6Z 1L3
Solicitors	Borden Ladner Gervais LLP 1200 Waterfront Centre PO Box 48600 200 Burrard Street Vancouver, BC, Canada, V7X 1T2
Shares Listed	Canadian Securities Exchange Trading symbol: ROMJ OTCQX Best Market Trading symbol: ROMJF
Investor Relations	IR@RubiconOrganics.com Shirley Anthony +1 (437) 929 1964