

**RUBICON ORGANICS INC.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

to be held on December 13, 2022

NOTICE IS HEREBY GIVEN that an annual general and special 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 the **Terminal City Club, 837 West Hastings Street, Vancouver, British Columbia, V6C 1B6, December 13, 2022 at 10:00 AM (Pacific Time)**, for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended December 31, 2021, together with the report of the Company’s auditors thereon;
2. to set the number of directors of the Company at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP as the Company’s auditors for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
5. to amend previously granted stock options; 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 in person and participating at the Meeting.

If you are a *registered Shareholder* and are unable to attend the Meeting in person, the enclosed proxy must be completed, dated, signed and received by the Company’s transfer agent, Odyssey Trust Company (“**Odyssey**”) by mail to 350 – 409 Granville Street, Vancouver, BC V6C 1T2, Attention: Proxy Department, before 10:00 a.m. (Pacific Time) on December 9, 2022 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, <https://login.odysseytrust.com/pxlogin>. 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.

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

The directors have fixed November 1, 2022 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 November 1, 2022 will be entitled to attend and vote at the Meeting and any adjournment thereof.

DATED at Vancouver, British Columbia, the 8th day of November, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Margaret Brodie

Margaret Brodie

Chief Financial Officer & Director