

Annual General & Special Meeting

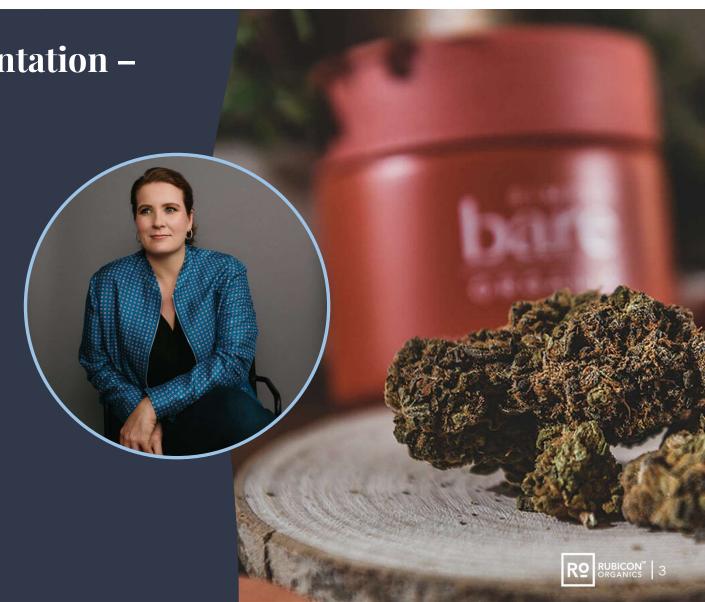
July 31st, 2024 – Terminal City Club, 837 West Hastings Street, Vancouver

Rubicon Organics' Annual General Meeting of shareholders is held today for the following purposes:

- to receive the audited financial statements of the Company for the financial year ended December 31, 2023, together with the report of the Company's auditors thereon;
- to set the number of directors of the Company at eight (8);
- to elect directors of the Company for the ensuing year;
- to appoint PricewaterhouseCoopers LLP as the Company's auditors for the ensuing year and to authorize the directors to fix the auditors' remuneration;
- to consider and, if thought appropriate, pass an ordinary resolution to approve the new Omnibus Equity Incentive Plan (the "Omnibus Equity Incentive Plan") of the Company, as more particularly described in the accompanying Information Circular; and
- to transact such other business as may properly come before the Meeting or any adjournment thereof.

Management Presentation – Today's Speaker

Margaret Brodie CEO & Director



Canada's Leading Premium House of Brands

Driven by Best-In-Class Organic Cultivation & Proprietary Intellectual Property

TSXV: ROMJ

OTCQX: ROMJF







Disclaimer

This presentation is not, and under no circumstances is to be construed as, a prospectus, or advertisement or a public offering of securities of Rubicon Organics Inc. ("Rubicon Organics" or the "Company").

This presentation contains forward-looking information within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts. projections, objectives, assumptions, expectations or beliefs of future performance, statements regarding Rubicon Organics' goal of achieving industry leading profitability are "forward-looking statements". Forward-looking information can be identified by the use of words such as "will" or variations of such word or statements that certain actions, events or results "will" be taken, occur or be achieved. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward looking statements.

Risks and uncertainties associated with the forward looking information include. among others, information or statements concerning the Company's expectations of financial resources availability to fund operations; Rubicon Organics' limited operating history and lack of historical profits; obtaining the necessary regulatory approvals; that regulatory requirements will be maintained; general business and economic conditions; the Company's ability to successfully execute its plans and intentions; the Company's ability to obtain financing at reasonable terms though the sale of equity and/or debt commitments; the Company's ability to attract and retain skilled staff; market competition; the products and technology offered by the Company's competitors; that our current good relationships with our suppliers, service providers and other third parties will be maintained; and those factors identified under the heading "Risk Factors" in Rubicon Organic's annual information dated March 27, 2024 filed with Canadian provincial securities regulatory authorities. These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. Although Rubicon Organics has attempted to identify important risk factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other risk factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking statements. Rubicon Organics

assumes no obligation to update any forward-looking statement, even if new information becomes available as a result of future events, new information or for any other reason except as required by law.

We have made numerous assumptions about the forward-looking statements and information contained herein, including among other things, assumptions about: optimizing yield, achieving revenue growth, increasing gross profit, operating cashflow and Adjusted EBITDA profitability. Even though the management of Rubicon Organics believes that the assumptions made, and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking statements. Investors are cautioned against undue reliance on forward-looking statements or information. Forward-looking statements and information are designed to help readers understand management's current views of our near- and longer-term prospects and may not be appropriate for other purposes. Rubicon Organics assumes no obligation to update any forward-looking statement, even if new information becomes available as a result of future events, changes in assumptions, new information or for any other reason except as required by law.

This presentation contains information obtained by the Company from third parties, including but not limited to market data. The Company believes such information to be accurate but has not independently verified such information. To the extent such information is obtained from third party sources, there is a risk that the assumptions made, and conclusions drawn by the Company based on such representations are not accurate.

An investment in the Company is speculative and involves substantial risk and is only suitable for investors that understand the potential consequences and are able to bear the risk of losing their entire investment. The Company is in the early stage of development and has a limited operational history, making it difficult to accurately predict business operations. The Company has limited resources and may run out of capital prior to becoming profitable. The Company may fail, and investors may lose their entire investment. An investment in the Company may have tax consequences to the investor. The Company assumes no responsibility for the tax consequences of any investment. Investors should confer with their own tax advisors regarding an investment in the Company.

The production, packaging, labelling, handling, distribution, importation, exportation,

licensing, sale and storage of cannabis products are affected by extensive laws, governmental regulations, administrative determinations and similar constraints which are beyond the Company's control. There can be no assurance that the Company is or will be in compliance with all of these laws, regulations, determinations and other constraints. Failure to comply with these laws, regulations, determinations and other constraints or new laws, regulations, determinations or constraints could lead to the imposition of significant penalties or claims and could negatively impact the Company's business. In addition, the adoption of new laws, regulations, determinations other constraints or changes in the interpretations of such requirements may result in significant compliance costs. This may have a material adverse effect on the Company's business, results of operations, cash flows and financial condition

Figures are presented in Canadian dollars, unless otherwise noted.

Non-GAAP Measures

Adjusted EBITDA is a non-GAAP measure used by management that are not defined by IFRS and may not be comparable to similar measures presented by other companies. Adjusted EBITDA is calculated as earnings (losses) from operations before interest, tax, depreciation and amortization, share-based compensation expense, and fair value changes.

Management believes that these non-GAAP measures are useful indicators of operating performance and are specifically used by management to assess the financial and operational performance of the Company. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. The Adjusted EBITDA disclosed within this presentation and within the earnings press release of Rubicon Organics dated May 15, 2024 are explained in the Company's Management Discussion & Analysis report for the three months ended March 31, 2024 filed with Canadian securities regulators, which can be accessed at www.sedarplus.ca.





Thesis

Rubicon Organics' proprietary organic cultivation intellectual propriety, innovative product development, and operational excellence to deliver premium quality and a strong brand promise with its 3 flagship brands: Simply BareTM Organic, 1964 Supply Co.TM & WildflowerTM.

Rubicon Organics' brands are strategically positioned to achieve high valuation multiples in the future akin to analogous industries.



Rubicon Organics Growth Opportunity & Unique Positioning

	 Canada's strongest premium House of Brands is a proven launchpad for new products
Growth	 Product launches such as 1964 Supply Co.™ vape in 2024 to 40% national distribution under two months & 2023 live rosin edibles to #1 premium edibles in Canada in under 12 months
Intellectual Property	 World's leading scaled, certified organic cannabis company
, ,	 Genetics library and R&D program
Operational Excellence	 Disciplined operators delivering consistent premium quality to distributors, retailers and consumers
	 Trusted and top ranked supplier with provincial distributors
Route to Market	 National distribution 97% Canada's addressable market
Route to Market	 Products available in key markets of BC, Alberta, Ontario and Quebec
Brands	 #1 rank premium Licensed Producer in Canada¹
Dianas	 2 of the top three most recommended Brands by Budtenders²
	Disciplined financial management
Stable Financial Profile	 Delivered two fiscal years of positive AEBITDA, one of few profitable publicly traded cannabis companies
	Anticipated H2 2024 debt refinancing for long-term

^{1.} Hifyre data for premium products covering flower, pre-rolled products, concentrates, edibles, topicals, and vapes for the six months ended June 30, 2024

^{2.} Brightfield Group Canada Budtender Study 2023

^{3.} Hifyre data for premium edible products covering three months ended June 30, 2024

Corporate Overview

We are a Leader in the Canadian Cannabis Sector Producing Premium & Super-Premium Branded Cannabis Products

- Proudly delivering BC premium & organic certified cannabis nationally
- 3 flagship brands, prominent brand recognition in their segments
- Extensive distribution in largest Canadian markets: Ontario, Quebec, Alberta & BC
- Deliver gross profit with every product sold
- Focused on the lucrative & expanding premium market
- Leveraging our own quality product by proactively shifting to highest margin products
- Experienced cannabis team with a track record of operating execution in cannabis
- Growth strategy built on the strength of our leading premium brand portfolio

1 - Hifyre data for premium products covering flower, pre-rolled products, concentrates, edibles, topicals, and vapes for the six months ended June 30, 2024



Highlights:

#1 Premium LP¹ in Canada

2 Fiscal Years of Positive AEBITDA







1H 2024 Highlights

#1 Premium LP In Canada¹



1.8%

Market Share²

6.5%

Premium Market Share¹

\$8.9 million

Net Revenue Q1' 24

30%

Premium Edibles Market Share⁴

\$(o.4) million

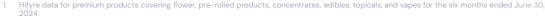
Adjusted EBITDA⁵ Q1' 24

28%

Topical market share³

\$4.0 million

Operating cash flow for 12 mth to Q1' 24











Hifyre data for premium edible products covering three months ended June 30, 2024

Adjusted EBITDA is a non-GAAP measure that is calculated as earnings (losses) from operations before interest, tax, depreciation and amortization, share-based compensation expense, and fair value changes. See Appendix for details on the Adjusted EBITDA calculation.

2023 Our Accomplishments



\$4.4 million (+130%)

Adjusted EBITDA¹ for 12 mo. to Q4'23

2023 Cannabis Company of the Year²

"Most Recommended" flower in Canada³

2.1%

Market Share⁴

\$40.1 million

(+13%)

Net Revenue for 12 mo. ended Q4'23



6.5%

Premium Market Share⁵ \$5.1 million

(+160%)

Operating cash flow for 12 mo. to Q4'23

Expansion

Secured comanufacturer & contract grow partners

Edibles

Successfully launched under 1964 and Wildflower

26.9%

Topical market share⁶







^{1.} Adjusted EBITDA is a non-GAAP measure that is calculated as earnings (losses) from operations before interest, tax, depreciation and amortization, share-based compensation expense, and fair value changes. See Appendix for details on the Adjusted EBITDA calculation. \$4.4 million is the 12-month AEBITDA to December 31, 2023

B. Brightfield Group Canada Budtender Study 2023

^{4.} Hifyre data for flower & pre-rolled products covering the twelve months ending December 31, 2023 in Canada

^{5.} Hifyre data for premium products covering flower, pre-rolled products, concentrates, edibles, topicals, and vapes covering the twelve months ending December 31, 2023 in Canada

^{5.} Hifyre data for topical products covering the three months ending December 31, 2023 with 26.9% market share and #1 ranking

Growth: Canadian Cannabis Market Grew 12% to \$5 Billion+ 2023

Rubicon's House of Brands has consistently demonstrated the ability to successfully launch new products and grow revenue

Vape	 2024 entered high-growth vape category 1,000+ points of distribution in first two months across Alberta, BC and Ontario
Flower/Genetics	 Consistently bringing new flavour forward and legacy genetics to market with top shelf quality driving brand recruitment & excitement
Premium Edibles	 From launch mid-2023 to #1 premium edibles and 30% market share position in Canada¹
Contract Partnerships	 Contract partnerships approach to lever off existing capacity and brand platform to expand brands beyond flower





1. Hifyre data for premium edible products covering six months ended June 30, 2024

2024 Vape Launch

Introducing – 1964 Supply Co™ FSE Resin Vapes

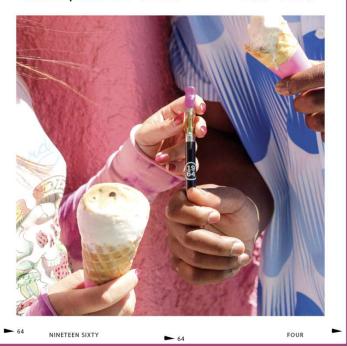
- Full Spectrum Extracts (FSE) provide more complex, nuanced flavor profile and a smoother consumption experience
- Launched with two best selling cultivars: Comatose & Blue
 Dream with GLTO #41 launching in August (expect five SKUs in market by end of 2024)
- Achieved over 40% distribution nationally in first two months
- Vapes available in 1g FSE Resin 510 carts
- 1964 is ready to take its share of the fast growing +\$800M
 Canadian vapes market*



SWEET, EARTHY & GAS

OPTIMAL VOLTAGE

2.0 - 2.5V

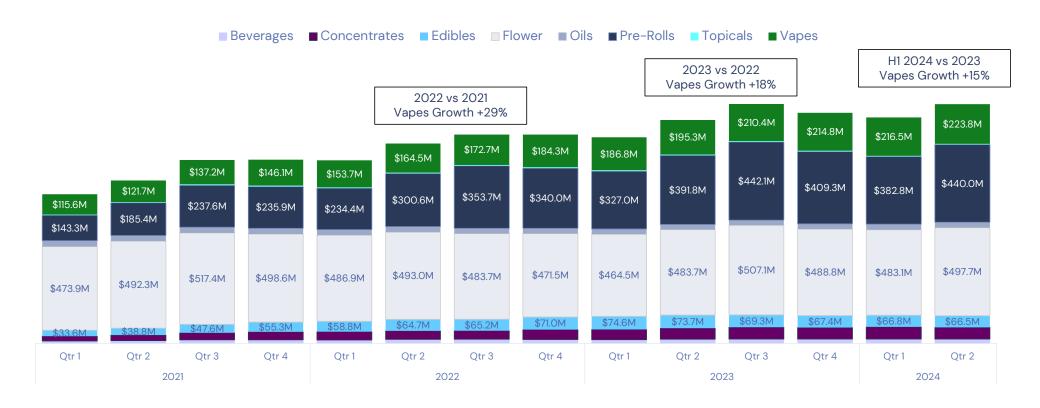


*Hifyre data, 2023, all provinces, all price tiers



Vape Market Growth

Market Share by Category (in \$ Sales) by Quarter



Hifyre data 2022 to 2023, all provinces, all price tiers.

Competitive Advantages driven by Unique Intellectual Property

World leading certified organic cultivation

Genetics leadership with quarterly new strain drops

Institutionalized systems bringing CPG rigour to cannabis cultivation & operations



Competitive Advantage in Proprietary Intellectual Property driving House of Brands Leadership



100%-owned 20-acre property in Delta, British Columbia



Experienced operations team rooted in legacy market



Proprietary, organic certified living soil cultivation delivering terpene rich flavors to consumers



Premium hang-dry and cure process



Production delivering consistent premium quality flower



125,000 sq. ft. hybrid greenhouse with annual production capacity of 11,000 kg/year



Indoor quality with greenhouse costs



Industry low inventory loss rates









Genetics Leadership Intrigues Premium Consumer

Super-Premium



Premium



2023

- High Society
- Oreoz
- White Rainbow
- Cleopatra
- Scotti Biscotti
- Jelly Breath
- Jokerz
- Bridesmaid

2024

- Power Mintz
- Zookies
- Fruit Loopz
- Hollywood Mac
- Mind Flayer
- Kraken
- Cement Shoes
- Fire OG
- Pineapple Sour

2023

- Super Lemon Haze
- Gelato #41
- Death Bubba
- Blue Dream

2024

- GG#4
- Stinky Pinky
- LA Kush Cake
- Sour Tangie

Canada's Premium House of Brands Highlights



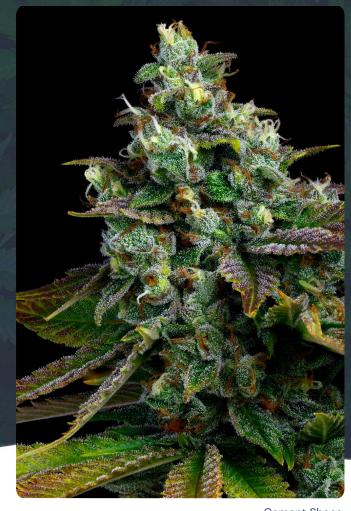
Two of top three Canada's most recommended brands¹

Canada's #1
Topical with over
28% market share²

Best Company of the Year 2023 – KIND Awards

#1 Premium Market Share¹

		2024
Category	Ranking	Market Share
Premium Flower & Pre-rolls ²	#2	6.8%
Premium Edibles ³	#1	26.8%
Premium Concentrates ⁴	#3	8.8%
Topicals ⁵	#1	28.0%



Cement Shoes

- Hifyre data for premium products covering flower, pre-rolled products, concentrates, edibles, topicals, and vapes for the six months ended June 30, 2024
- Hifyre data for premium flower & pre-rolled products covering twelve months ending June 30, 2024
- Hifyre data for premium edibles products covering six months ending June 30, 2024
- Hifyre data for premium concentrates products covering six months ending June 30, 2024 Hifyre data for topical products covering six months ending June 30, 2024











- Proprietary organic certified, living soil providing terpene rich experience
- Hand trimmed and hand packed
- Exotic flavour forward strains with regular new drops











- Proprietary organic certified, living soil providing terpene rich experience
- Brand platform for growth: 2023 live rosin edibles launch to #1 premium edibles¹
- Exotic flavour forward strains with regular new drops
- 2023 'Peoples Choice' KIND Awards
- 2022 Indica of the Year: Comatose







* wildflower

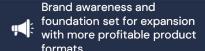
- #1 Topical Brand in Canada with 28% Market Share*
- Brand platform for wellness
- Designed to address need states:Sleep, Pain Relief, Anxiety
- 100% Natural Ingredients
- CBD Products

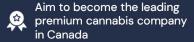
*Hifyre data for topical products covering six months ending June 30, 202



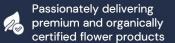


Building Brands from Proprietary IP & **Consistent Execution**

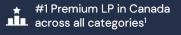


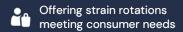












Capacity constrained at the Delta Facility due to high product demand

Success driven by exceptional products, customer-centric approach, and strong operational execution

1. Hifyre Data - Premium Category P6M to June 30, 2024







Financial Discipline

Growth capital on hand for investment

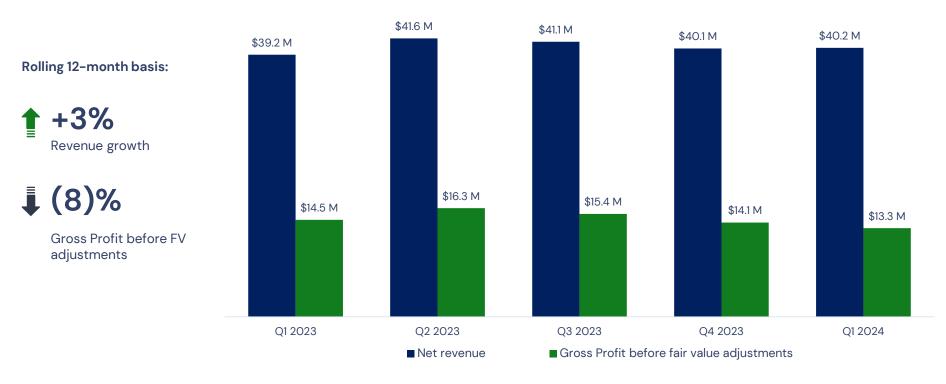
H2 2024 mortgage re-financing expected to provide long-term stability at agricultural mortgage rates

Operating cost discipline

One of handful of LP's generating Operating Cashflow & AEBITDA

Q1 2024 Rolling 12-month Financial Results

Complete brand portfolio launch and market expansion providing growth and positive gross profit.









2023 Financial Results

Poised for Significant Adjusted EBITDA¹ Growth

For the 12 months ended in Q4 2023, the Company achieved Adjusted EBITDA¹ of \$4.4M

One of only a handful of LPs to achieve positive Adjusted EBITDA¹

Adjusted EBITDA¹ continues to trend upwards due to the following factors:

- Continued focus on quality/yield
- Operating leverage taking effect over a fixed cost base incremental gross margin goes straight to the bottom line
- Slow down in 2H 2O23 due to adverse product mix impact by recessionary Canadian environment, 2O24 showing signs of recovery
- Expanding SKU offerings and new product formats
- Use of external capacity including expanded cultivation capacity through thoroughly vetted partners

RP bare (19) * wildflower

Select Financial Metrics (C\$ '000's)

Operating Leverage: Increasing Revenues Over a Fixed Cost Base



^{1.} Adjusted EBITDA is a non-GAAP measure used by management that are not defined by IFRS and may not be comparable to similar measures presented by other companies. Adjusted EBITDA is calculated as earnings (losses) from operations before interest, tax, depreciation and amortization, share-based compensation expense, and fair value changes.

2024 Company Outlook



Continued Growth in Net Revenue in Full Year 2024 driven by launch of vape & other products, and premium edible share growth



Increase in AEBITDA in 2024*



Operating Cashflow Positive 2024

Refer to forward looking guidance and the Company's materials filed on Sedar+

* excluding the impact of one-time costs of ERP system implementation accounted for within AEBITDA









Canadian Market: Past, Present & Future



	Legislation (2018 to 2024)	Current State	2-5 Years
Cannabis quality	Poor	Stabilization	Improved
Product Portfolios	Scattergun approach	Provincial boards tightening offerings	CPG portfolio management
Provincial Distributors	List products offered by LP's	List products that sell Supplier scoring	Market access more difficult to new entrants
Consumer Satisfaction	Poor quality to price pushed consumers back to legacy market	Quality to price driving sales	Quality expectation attached to brand purchase
Brand Power	No brand power	Brand promises beginning to emerge	Brand power & trust
		LP's pivoting to international markets to sell product without	LP's without brand become contract

route to market or

brand in Canada



become contract manufacturers

Canadian Cannabis Industry Today & Our Right to Win

Canadian Cannabis Canadian Cannabis Companies Market

Legal market:

- Over \$5.0 billion¹
- 15.9% Market growth to February 2024³, and 7.2% Premium growth to February 2024⁴

Black market remains est. 40-50% of total market²

Excess quantity of low-quality production

- Struggling to operationally execute
- Over-levered with high fixed cost base
- Almost \$300 million in excise taxes in arrears with CRA for excise remittance⁵
- CCAA & bankruptcies began in 2023 and expect to continue through 2024





Market is Growing



Competition is Falling



Highly Recommended Brands



Proven Execution



Leverage from Position of Strength



Building on Strong Brand Foundation



Opportunistic M&A



Current on excise payments



- 2.Per Viridian Capital Partners & EY report 'Cannabis Capital Flow' published Q1 2023
- 3.Per Hifyre, total market 12-month rolling sales growth (year-over-year)
- 4.Per Hifyre, premium market 12-month rolling sales growth (year-over-year)
 5.Article by MJBizDaily, dated February 29. 2024, "Canada's unpaid cannabis taxes soar 729 to almost \$300 million"







Ro bare (19) * wildflower

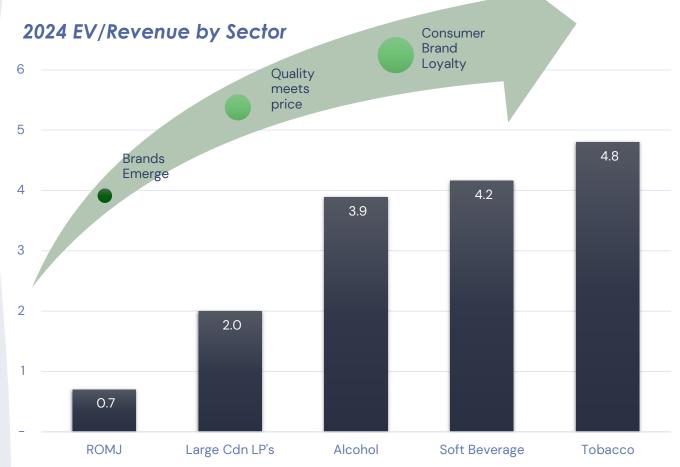
Rubicon Organics Unique Positioning



	RUBICON ORGANICS	Craft Premium Companies	Other Premium: Public & Private Cannabis Companies	Large Canadian Operators
Intellectual Property Certified Organic Cultivation	✓	No	No	No
In-House Scaled Cultivation	Annual Production Capacity of 11,000 kg's	No Small scale	No Purchase Majority Externally	✓
National Route to Market	✓	Inconsistent	✓	\checkmark
Premium Brands	✓	✓	✓	No

Rubicon Organics Valuation Opportunity

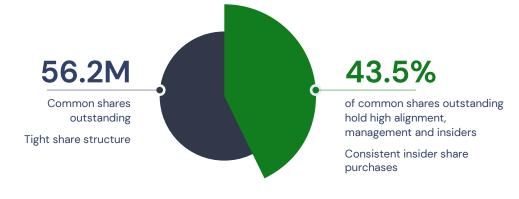
Valuation rerating to analogous industries as their brands become established & clear winners emerge



Market Information

As at June 30, 2024	# of Shares	%
Management & Insiders	24,467,364	43.5%
Public Float	31,740,963	56.5%
Total Outstanding	56,208,327	100%
Options	2,355,533	
Warrants	882,000	
Restricted Share Units	3,371,106	
Deferred Share Units	720,000	
Fully Diluted Shares Outstanding	63,536,966	

Trading Overview	
Tickers	TSXV: ROMJ OTCQX: ROMJF
Share Price (as at June 30, 2024)	C\$0.50/share
Market Capitalization	C\$28.1 million
52-Week Low/High	C\$0.34 - C\$0.63/share



Expiring	Options Outstanding	Average Exercise Price (C\$)
2024	86,666	\$3.25
2025	542,000	\$0.85
2026	70,000	\$0.85
2027	815,200	\$0.86
2028	826,667	\$0.85
2029	15,000	\$0.50

Expiring	Warrants Outstanding	Average Exercise Price (C\$)
2025	882,000	\$1.34

Research Coverage	
HAYWOOD	Neal Gilmer



Leadership Team



Margaret Brodie, CPA, CA

Chief Executive Officer & Director

20+ years in finance

Over 8 years in cannabis industry. 10 years with KPMG & experienced CFO of public companies



Melanie Ramsey

Chief Commercial Officer

20+ years in brand development & innovation

Former Senior Executive of Diageo & Beiersdorf



Janis Risbin

Chief Financial Officer

20+ years in commercial finance Former Director of Commercial Finance at Britvic and Finance Manager at P&G



Monika Mascitti

VP People

20+ years in recruitment & HR

Experienced in helping start ups scale quickly while maintaining company culture



Mathieu Aubin

VP of Marketing & New Business

15+ years in highly regulated CPG

Former Marketing Director at Northam Beverages and over a decade of experience at Sleeman Breweries



Chris Still

VP of Sales

20+ years in retail, CPG, and DSD

Over a decade in leadership roles at PepsiCo before navigating early days of cannabis legalization in Canada at Tilray





Len Boggio

Chair

40+ years as auditor, advisor, and independent director of public, private, and government corporations Former Partner at PwC



John Pigott

Director

35+ years in food and beverage CEO of Club Coffee & Morrison Lamothe Inc.



Doris Bitz

Director

30+ years building, scaling, and growing companies in food, CPG, and Manufacturing

Retired President of Dessert Holdings



Michael Detlefsen

Director

30+ years in corporate strategy and executive management, agriculture & manufacturing

Managing Director at Pomegranate Capital



Karen Proud

Director

20+ years experience in government relations, policy development, and regulatory and legislative affairs.

President and CEO of Fertilizer Canada



Jesse McConnell

Observer*

Co-Founder of Rubicon Organics. Co-Founder of Whistler Medical Cannabis (acquired by Aurora) with 20+ years in cannabis industry



Ian Gordon

Director

35+ years in sales, marketing, innovation, and development in CPG

Retired of Senior Vice President Loblaws







Questions?









Environmental, Social & Governance Leadership is Core to Executing our Strategy

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Cannabis Producer in the World to issue an ESG Report and continuing

We believe ESG is a journey and we are committed to sharing our progress transparently with our stakeholders

We hold ourselves to the highest standards of governance, sustainability and ethical business practices



A few highlights from our 2022 ESG Report:

64% Local hiring:

of our workforce live within the local community of our Delta greenhouse

2021 - 43%

80% Diversity:

diversity across our employee base

2021 - 77%

56% Waste Diversion:

of waste from our Delta greenhouse was diverted from landfill

2021 - 53%

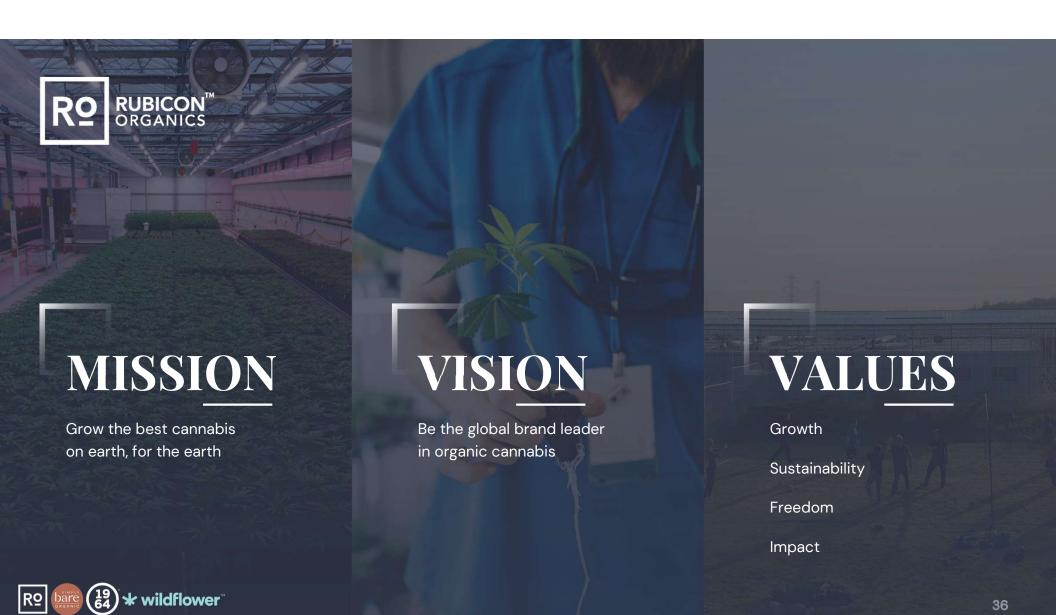




Company History & Key Milestones Delivered

CONSISTENT EXECUTION







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wildflower **



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