

RUBICON ORGANICS INC.
(the “Company”)

MAJORITY VOTING POLICY

The board of directors of the Company (the “**Board**”) has unanimously adopted this majority voting policy (this “**Policy**”) and future nominees for election to the Board will be required to confirm that they will abide by this Policy.

Pursuant to this Policy, the forms of proxy for the election of directors will permit the shareholders of the Company (each, a “**Shareholder**” and, collectively, the “**Shareholders**”) to vote in favour of, or to withhold from voting, separately for each director nominee. If the number of proxy votes withheld for a particular director nominee is greater than the votes in favour of such nominee, such director nominee shall be required to promptly submit his/her resignation to the chair of the Board following the applicable Shareholders’ meeting, effective upon acceptance by the Board.

The Board will promptly, and in any event within 90 days following the applicable Shareholders’ meeting, accept the resignation submitted pursuant to this Policy unless the Board that there are exceptional circumstances which would warrant not accepting the resignation. In considering whether or not to accept the resignation, the Board will consider all factors deemed relevant by members of the Board including, without limitation, the stated reasons, if any, why Shareholders withheld votes from the election of that nominee, circumstances related to the composition of the Board, and the Company’s governance guidelines.

Following the Board’s decision on the resignation, the Board shall publicly disclose their decision of whether to accept the applicable director’s resignation including the reasons for rejecting the resignation, if applicable. If a resignation is accepted, subject to any corporate law restrictions, the Board may leave the vacancy unfilled or appoint a new director to fill the vacancy.

A director who tenders his/her resignation pursuant to this Policy shall not be permitted to participate in any meetings of the Board at which his/her resignation is to be considered.

In the event that a sufficient number of the Board members receive a greater number of proxy votes withheld than the votes for such members in the same election, such that the Board no longer has a quorum, then such directors receiving a majority withheld vote shall not be permitted to vote in any meeting of the Board at which his/her resignation is considered, however he/she shall be counted for the purpose of determining whether the Board has quorum.

In the event that any director who receives a greater number of proxy votes withheld than votes in favour of such director’s election does not tender his/her resignation in accordance with this Policy, he/she will not be re-nominated by the Board. The Board may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.

This Policy only applies in respect of non-contested elections. It does not apply where an election involves a proxy battle, i.e., where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board.

Issue Date: July 31, 2018

Authorized By: Board of Directors

Review: Annually

Revised Date: