



Rubicon Organics Announces Proposed Private Placement Offering under the Listed Issuer Financing Exemption

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VANCOUVER, BRITISH COLUMBIA, April 15, 2025 -- Rubicon Organics Inc. (TSXV: ROMJ) (OTCQX: ROMJF) ("**Rubicon Organics**" or the "**Company**"), a licensed producer focused on cultivating and selling organic certified and premium cannabis products, is pleased to announce a non-brokered private placement offering of up to 6,818,182 units of the Company (each, a "**Unit**") for aggregate gross proceeds of up to \$3,000,000 (the "**Offering**"). Each Unit shall consist of one common share in the authorized share structure of the Company (each, a "**Common Share**") and one-half of one Common Share purchase warrant (each, a "**Warrant**"). Each Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.70 for a period of 24 months following the closing date of the Offering, provided that if the volume weighted average trading price of the Common Shares on the TSX Venture Exchange is at least \$1.00 at the close of any trading day for a period of 20 consecutive trading days following the date of issuance, the expiry date of the Warrants may be accelerated by the Company to a date that is not less than 30 days after the date that notice of such acceleration is provided to the holders of the Warrants by way of a press release (the "**Accelerated Expiry Date**"). All Warrants that remain unexercised following the Accelerated Expiry Date shall immediately expire and all rights of holders of such Warrants shall be terminated without any compensation to such holder.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 *Prospectus Exemptions* ("**NI 45-106**"), the Offering is being made to purchasers resident in each of the provinces and territories of Canada pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "**Exemption**"). The securities offered under the Exemption will not be subject to a hold period in accordance with applicable Canadian securities laws.

All of the members of the Board of Directors have committed for an aggregate amount of over \$1,250,000 of the Offering.

There is an offering document (the "**Offering Document**") related to the Offering that can be accessed under the Company's profile at www.sedarplus.com and on the Company's website at www.rubiconorganics.com. Prospective investors should read this Offering Document before making an investment decision.

Upon closing of the Offering, the Company may pay finders fees under the Offering as permitted by the policies of the TSX Venture Exchange and applicable securities laws.

As disclosed in the Offering Document, the Company intends to use the net proceeds from the Offering for the start-up costs of the facility in Hope, BC (the "**Hope Facility**"), pre-roll automation and other capital investments and general working capital purposes. Net proceeds of the Offering after payment for the start-up costs of the Hope Facility may be used on other purposes and in the event that the acquisition of the Hope Facility does not occur, the net proceeds of the Offering may be used for funding other projects, for working capital purposes and/or to finance any future facility acquisitions. The Offering is anticipated to close on or before April 28, 2025 and completion

of the Offering is subject to certain customary conditions, including the receipt of all necessary regulatory and other approvals.

"The Canadian cannabis market has turned a corner and there is a shortage of quality cannabis supply, this capital allows us to seize new growth opportunities and scale our business more quickly in this rapidly evolving industry," said Margaret Brodie, CEO of Rubicon Organics.

The securities to be offered pursuant to the Offering have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or under any securities laws of any state of the United States (as defined in Regulation S under the U.S. Securities Act), and may not be offered or sold in the United States or to, or for the account or benefit of, a "U.S. person" (as defined in Regulation S under the U.S. Securities Act) absent registration or any applicable exemption from the registration requirements under the U.S. Securities Act and applicable securities laws of any state of the United States. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

ABOUT RUBICON ORGANICS INC.

Rubicon Organics Inc. is a global brand leader in premium organic cannabis products. The Company is vertically integrated through its wholly owned subsidiary Rubicon Holdings Corp, a licensed producer. Rubicon Organics is focused on achieving industry leading profitability through its premium cannabis flower, product innovation and brand portfolio management, including three flagship brands: its super-premium brand Simply Bare™ Organic, its premium brand 1964 Supply Co™, and its cannabis wellness brand Wildflower™ in addition to the Company's mainstream brand Homestead Cannabis Supply™.

The Company ensures the quality of its supply chain by cultivating, processing, branding and selling organic certified, sustainably produced, super-premium cannabis products from its state-of-the-art glass roofed facility located in Delta, BC, Canada.

CONTACT INFORMATION

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The TSX Venture Exchange or its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) does not accept responsibility for the adequacy or accuracy of this press release.

Cautionary Statement Regarding Forward Looking Information

This press release 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. The forward-looking information in this press release is based on certain assumptions that management considers reasonable under the circumstances, including the total proceeds of the Offering, the expected use of proceeds of the Offering, the expected timing of closing the Offering and the scalability of the Company's business. These assumptions include the anticipated timeline of the Offering, that the Company will raise the anticipated amount of gross proceeds of the Offering and that the Company will use the proceeds of the Offering as anticipated. These statements are based on current expectations, estimates, and projections about the Company's business and the industry in which it operates. Risks and uncertainties associated with the forward-looking information in this press release include, among others, risks related to the Offering, including not raising the anticipated amount of gross proceeds of the Offering and that the Company does not use the proceeds from the Offering as anticipated, risks related to regulatory approvals, changes in market conditions, competition, supply chain disruptions, the Company's ability to maintain certification standards, and the successful implementation of its business strategy. 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.