



HELIX BIOPHARMA

**HELIX BIOPHARMA CORP.
("HELIX")**

**REPORT OF VOTING RESULTS
Section 11.3 of National Instrument 51-102**

In accordance with section 11.3 of National Instrument 51-102 *Continuous Disclosure Obligations*, the following is a summary of the results of matters voted on at Helix's annual and special meeting of shareholders held on December 6, 2019 (the "**Meeting**").

There were 20 shareholders represented in person or by proxy at the Meeting holding 83,464,785 common shares, representing approximately 66.80% of Helix's total issued and outstanding shares.

1. Election of Directors

Each of the nominees for election as directors listed in Helix's management information circular dated October 24, 2019 was elected as a director of Helix for the ensuing year or until their successors are elected or appointed. Management received proxies in respect of the election of directors of Helix as follows:

	<u>Votes For</u>		<u>Votes Withheld</u>	
	#	%	#	%
Heman Chao	83,453,442	100.00	1,810	0.00
Ireneusz Fafara	83,454,242	100.00	1,010	0.00
Artur Gabor	83,454,242	100.00	1,010	0.00
Slawomir Majewski	83,454,242	100.00	1,010	0.00

2. Appointment of Auditor

BDO Canada LLP, Chartered Professional Accountants, was appointed auditor of Helix until the next annual meeting of shareholders at remuneration to be fixed by the directors. Management received proxies in respect of the appointment of the auditor of Helix as follows:

<u>Votes For</u>		<u>Votes Withheld</u>	
#	%	#	%
83,452,773	99.99	12,010	0.01

3. Equity Compensation Plan

The resolution approving all unallocated options, rights and other entitlements under Helix's equity compensation plan; ratifying, confirming and approving such plan; and approving the granting by Helix of options, rights and other entitlements under such plan for a further three years until December 6, 2022 were approved by a majority of votes cast by shareholders who voted in respect of the resolution present or represented by proxy at the Meeting. Management received proxies in respect of the foregoing ratification, confirmation and approval with respect to the equity compensation plan as follows:

<u>Votes For</u>		<u>Votes Against</u>	
#	%	#	%
83,440,442	99.98	14,810	0.02

4. Warrant Exercise

The resolution authorizing and approving the exercise of common share purchase warrants obtained by Mr. Jerzy Wilczewski on August 21, 2019 pursuant to a private placement financing of units of Helix which would result in the creation of Mr. Wilczewski as a new "control person" of Helix was approved by a majority of the votes cast by disinterested shareholders who voted in respect of the resolution present or represented by proxy at the Meeting (excluding the votes attached to 5,891,653 common shares beneficially owned, directly or indirectly, or under the control or direction of Mr. Wilczewski and his associates and affiliates). An additional 13,725,500 common shares owned by Mr. Wilczewski were not voted. Management received proxies in respect of the warrant exercise resolution as follows:

<u>Votes For</u>		<u>Votes Against</u>	
#	%	#	%
77,546,922	99.98	16,677	0.02

5. Share Consolidation

The special resolution authorizing an amendment to the articles of Helix to consolidate the issued and outstanding common shares of Helix at a ratio of between three and twenty-five pre-consolidation common shares for every one post-consolidation common share, as and when determined by the Board of Directors, was approved by at least two-thirds of the votes cast by the shareholders who voted in respect of the special resolution present or represented by proxy at the Meeting.

Management received proxies in respect of the amendment to the articles of Helix as follows:

<u>Votes For</u>		<u>Votes Against</u>	
#	%	#	%
83,449,173	99.98	15,610	0.02