

## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Helix BioPharma Corp. (“**Helix**”) will be held at on December 6, 2019 at **10:30 a.m.** (Toronto time) at the offices of Aird & Berlis LLP, 181 Bay Street, Suite 1800, Toronto, Ontario, M5J 2T9, for the following purposes:

1. to receive the audited consolidated financial statements of Helix for the fiscal year ended July 31, 2019 together with the auditor’s report thereon;
2. to elect directors of Helix to hold office for the ensuing year;
3. to appoint BDO Canada LLP, Chartered Professional Accountants, as auditors of Helix for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if thought advisable, to approve, with or without variation, a resolution: (a) approving all unallocated options, rights and other entitlements under Helix’s equity compensation plan; and (b) ratifying, confirming and approving such plan; and (c) approving the granting by Helix of options, rights and other entitlements under such plan for a further three years;
5. to approve the potential creation of a new “control person” of the Company which could result from the exercise of certain common share purchase warrants of the Company, as more fully described in the accompanying management proxy circular;
6. to consider and, if thought advisable, to approve, with or without variation, a 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; and
7. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This Notice of Meeting is accompanied by a Management Proxy Circular which provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice of Meeting.

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy or voting instruction form, or to vote online or by telephone in accordance with the instructions on the enclosed form of proxy or voting instruction form, so that as large a representation as possible may be had at the Meeting.

Shareholders as at the record date of October 21, 2019 are entitled to vote at the Meeting and any adjournment of the Meeting. Proxies to be used or acted upon at the Meeting must be deposited with Helix’s transfer agent by 10:30 a.m. (Toronto time) on December 4, 2019 (or a day other than a Saturday, Sunday or holiday which is at least 48 hours before the Meeting or any adjournment of the Meeting).

DATED at Toronto, Ontario this 24<sup>th</sup> day of October 2019.

By Order of the Board of Directors,

*“Heman Chao”*

Heman Chao  
Chief Executive Officer and Chief Scientific Officer