

Form 62-103F1

***REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS***

**State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.**

Not applicable.

**ITEM 1 – SECURITY AND REPORTING ISSUER**

**1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.**

This report relates to common shares in the capital of the issuer (defined below).

Helix BioPharma Corp. (the “issuer”)  
9120 Leslie Street, Suite 205  
Richmond Hill, ON L4B 3J9

**1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable.

**ITEM 2 – IDENTITY OF THE ACQUIROR**

**2.1 State the name and address of the acquiror.**

Jerzy Wilczewski (“Mr. Wilczewski”)  
Białosy 51A  
PL – 16-130 Janów  
Poland

**2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On August 21, 2019, Mr. Wilczewski acquired 13,725,500 common shares and 13,725,500 common share purchase warrants of the issuer pursuant to a private placement offering of units of the issuer (“Units”). Mr. Wilczewski also acquired shares representing 25% of the outstanding shares of the issuer’s Polish subsidiary, Helix Immuno-Oncology S.A. (“HIO”), from the issuer under the terms of the private placement. The aggregate consideration for the Units and the HIO shares totaled \$7,000,005.

As a result of the acquisition of the issuer’s securities described above, and assuming the exercise of the common share purchase warrants of the issuer that Mr. Wilczewski beneficially owns or exercises control or direction over, he would potentially become a “control person” of the issuer. Mr. Wilczewski has undertaken not to exercise his common share purchase warrants if such exercise would result in him owning 20% or more of the issuer’s outstanding common shares unless disinterested shareholder approval, or the approval of the Toronto Stock Exchange, has

been obtained. The issuer has advised Mr. Wilczewski that it intends to seek shareholder approval for the creation of Mr. Wilczewski as a control person at its annual general meeting to be held later this year.

Mr. Wilczewski issued a press release on August 21, 2019 announcing the acquisition of the securities.

**2.3 State the names of any joint actors.**

Not applicable.

**ITEM 3 – INTEREST IN SECURITIES OF THE REPORTING ISSUER**

**3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.**

The acquisition of 13,725,500 common shares and 13,725,500 common share purchase warrants by Mr. Wilczewski represents an increase of approximately 10.40% of the issued and outstanding common shares of the issuer on a non-diluted basis and an increase of approximately 17.61% of the issued and outstanding shares of the issuer, assuming the full exercise of all common share purchase warrants of the issuer that Mr. Wilczewski beneficially owns or exercises control or direction over.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.**

Mr. Wilczewski acquired ownership of, and control or direction over, 13,725,500 common shares and 13,725,500 common share purchase warrants of the issuer.

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately prior to the transaction described herein, Mr. Wilczewski beneficially owned or exercised control or direction over 5,891,653 common shares and 3,934,000 common share purchase warrants of the issuer, representing approximately 5.30% of the issued and outstanding common shares of the issuer on a non-diluted basis and representing approximately 8.53% of the issued and outstanding shares of the issuer, assuming the full exercise of all common share purchase warrants of the issuer that Mr. Wilczewski beneficially owns or exercises control or direction over.

Immediately after the transaction described herein, Mr. Wilczewski beneficially owns or exercises control or direction over 19,617,153 common shares and 17,659,500 common share purchase warrants of the issuer, representing approximately 15.70% of the issued and outstanding shares of the issuer on a non-diluted basis and representing approximately 26.14% of the issued and outstanding shares of the issuer, assuming the full exercise of all common share purchase

warrants of the issuer that Mr. Wilczewski beneficially owns or exercises control or direction over.

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control,**

19,617,153 common shares and 17,659,500 common share purchase warrants of the issuer, representing approximately 15.70% of the issued and outstanding shares of the issuer on a non-diluted basis and representing approximately 26.14% of the issued and outstanding shares of the issuer, assuming the full exercise of all common share purchase warrants of the issuer that Mr. Wilczewski beneficially owns or exercises control or direction over.

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

None.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

None.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

**3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

**3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **ITEM 4 – CONSIDERATION PAID**

**4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The consideration paid by Mr. Wilczewski for the securities of Helix purchased in the private placement was \$0.455 per Unit, for aggregate consideration of \$6,245,102.50.

**4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Aggregate consideration of \$6,245,102.50 paid by Mr. Wilczewski for the acquisition of the securities of Helix purchased in the private placement was paid in cash.

**4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **ITEM 5 – PURPOSE OF THE TRANSACTION**

**State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:**

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The securities described herein were acquired for investment purposes. Mr. Wilczewski may increase or decrease his investment, directly or indirectly, in securities of the issuer from time to time, depending on market conditions or any other relevant factors.

Except as described herein, as of the date of this report, the acquiror has no plans or future intentions which relate to or would result in any of the items enumerated in (a) through (k) above.

#### **ITEM 6 – AGREEMENTS, ARRANGEMENTS, COMMITMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE REPORTING ISSUER**

**Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.**

Not applicable.

#### **ITEM 7 – CHANGE IN MATERIAL FACT**

**If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.**

Not applicable. This is Mr. Wilczewski’s first report in respect of the issuer.

#### **ITEM 8 – EXEMPTION**

**If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.**

Not applicable.

#### **ITEM 9 – CERTIFICATION**

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

**Certificate**

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

August 21, 2019  
Date

*“Jerzy Wilczewski”*  
Signature

Jerzy Wilczewski  
Name/Title