

## 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 January 28, 2021 at 10:30 a.m. (Toronto time). The Meeting will be held in a virtual meeting format only via live audio webcast online at <http://web.lumiagm.com/292285632> for the following purposes:

1. to receive the audited consolidated financial statements of Helix for the fiscal year ended July 31, 2020 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 special resolution authorizing an amendment to the articles of Helix to consolidate the issued and outstanding Common Shares of Helix at a ratio of up to thirty-five pre-consolidation Common Shares for every one post-consolidation Common Share, as and when determined by the Board of Directors;
5. to consider and, if thought advisable, to approve, with or without variation, an ordinary resolution to amend By-Law No. 1 of Helix to increase the quorum requirement for meetings of Shareholders from 10% of the issued and outstanding Common Shares to 33 1/3% of the issued and outstanding Common Shares, at such time as may be determined by the Board of Directors; and
6. 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.

Consistent with the latest directives and orders of public health and governmental authorities regarding the COVID-19 coronavirus and in consideration of the health and safety of our Shareholders, colleagues and the broader community, the Meeting will be held in a virtual meeting format only via live audio webcast online at <http://web.lumiagm.com/292285632>, password: helix2021 (case sensitive). Shareholders and duly appointed proxyholders will be able to attend the Meeting (virtually), submit questions and vote by online ballot, provided they are connected to the internet and follow the instructions in the accompanying Management Proxy Circular. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but will not be able to vote at the 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 November 30, 2020 are entitled to vote at the Meeting by online ballot 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 January 26, 2021 (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 3<sup>rd</sup> day of December, 2020.

By Order of the Board of Directors,

“*Heman Chao*”  
Chief Executive Officer and Chief Scientific Officer