



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Helix BioPharma Corp. (“**Helix**” / “**Company**”) will be held virtually via the platform of AGM Connect on January 18, 2024 at 10:00 a.m. EST (Toronto time). The Meeting will be held by virtual format only for the following purposes:

1. to receive the audited consolidated financial statements of Helix for the fiscal year ended July 31, 2023 together with the auditor’s report thereon;
2. to elect directors of Helix to hold office for the ensuing year;
3. to appoint Clearhouse LLP as auditors of Helix for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution approving the amendment to the articles of Helix to provide that the authorized capital of the Company be altered by consolidating all of the issued and outstanding Shares on the basis of a ratio to be determined by the Board, in its sole discretion, within a range of one (1) post- consolidation common share for up to twenty (20) pre-consolidation Share at any time prior to January 18, 2025, with the exact ratio to be set at a whole number within this range by the Board in its sole discretion;
5. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders who are unable to attend the virtual meeting are requested to complete, date and sign the enclosed form of proxy, and to return it in the envelope provided for that purpose.

NOTICE-AND-ACCESS

You are receiving this notification as Helix BioPharma Corp. (“Helix”) has decided to use the notice and access model (“Notice and Access”), provided for under recent amendments to National Instrument 54-101, for the delivery of meeting materials to its shareholders. In respect to Helix’s annual general meeting of shareholders to be held on January 18, 2024 (the “Meeting”), instead of receiving paper copies of Helix’s management information circular, audited annual consolidated financial statements and MD&A for the year ended July 31, 2023 and other meeting materials (the “Meeting Materials”), shareholders are receiving this notice with information on how they may access the Meeting Materials electronically. However, together with this notification, shareholders continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivering Meeting Materials is more environmentally friendly and will reduce the Corporation’s printing and mailing costs.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online at www.SEDAR.com and www.agmconnect.com/helix2024

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date of the Meeting. Materials are posted on www.sedar.com and at www.agmconnect.com/helix2024. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call 1 855-839-3715 or +1 (416) 222-4202.

In order to receive the Meeting Materials in advance of the Meeting, requests should be received by 5:00pm on January 02, 2024.

Voting Instructions for Registered Shareholders

Completed proxies for Registered Shareholders must be returned to AGM Connect by:

- (i) mail to AGM Connect at 401 Bay St, Suite 2704, Toronto, Ontario M5H 2Y4;
- (ii) email to voteproxy@agmconnect.com;
- (iii) facsimile at +1 (416) 222-4202 or
- (iv) internet voting at <https://app.agmconnect.com>

prior to 10:00am (EST) on January 16, 2024, or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of any adjourned or postponed Meeting (the "Proxy Deadline").

Voting Instruction Forms for Non-Registered Shareholders

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either:

- (i) receive a voting instruction form; or
- (ii) be given a proxy, which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form, or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline; however, your voting instruction form may require an earlier date in order to process your votes by the Proxy Deadline. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the virtual Meeting should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name and email address in the space provided.

Other Information

Information relating to the items above is set forth in the Circular. Only shareholders of record as of December 4, 2023, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof. Shareholders are encouraged to vote their proxy either: online @www.agmconnect.com/helix2024; or by mail-complete, date and sign the enclosed form of proxy, and to return it in the envelope provided, so that as large a representation as possible may be had at the Meeting.

Shareholders as at the record date of December 4, 2023 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 AGM Connect by 10:00 a.m. (Toronto time) on January 16, 2024 (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 18th day of December, 2023.

By Order of the Board of Directors,

"Jacek Antas"

Jacek Antas
Director, Chief Executive Officer & Chairman