

HELIX BIOPHARMA CORP.

DISCLOSURE COMMITTEE CHARTER

(As amended December 12, 2016)

The board of directors of Helix BioPharma Corp. (the “Corporation”) has established a Disclosure Committee (the “Disclosure Committee” or the “Committee”) in order to oversee the Corporation’s disclosure practices, to provide a process for dealing with Material and Confidential Information of the Corporation, and to promote an understanding of legal disclosure requirements among directors, officers and employees.

I. Committee Members

The members of the Disclosure Committee are the:

- a. Chief Executive Officer (CEO);
- b. Chief Financial Officer (CFO);
- c. Chief Operating Officer (COO);
- d. Chief Medical Officer (CMO); and
- e. Chief Scientific Officer (CSO).

The Board of Directors may from time to time change the composition of the Disclosure Committee and each member of the Disclosure Committee may from time to time appoint a designate.

II. Mandate of the Disclosure Committee

In accordance with recommendations set out in National Policy Statement 51-201, the Disclosure Committee will be responsible for:

- a. Developing and implementing the Corporation’s disclosure policy;
- b. Monitoring the effectiveness of and compliance with the Corporation’s disclosure policy;
- c. Educating the Corporation’s directors, officers and employees about disclosure issues and its disclosure policy;
- d. Reviewing and authorizing disclosure (including electronic, written and oral disclosure) in advance of its public release; and
- e. Monitoring the Corporation’s website.

Specifically, the Disclosure Committee shall have the responsibility:

- a. To develop a Disclosure Policy designed to provide reasonable assurance that:
 - i. confidential information of the Corporation is properly treated; and

- ii. information of a material nature is accumulated and communicated to senior management, including the CEO and CFO, to allow timely decisions on required disclosures;
- b. To review, on an ongoing basis, the Corporation's Disclosure Policy and to make such changes to such policy as the Disclosure Committee deems necessary or advisable from time to time, subject to Board approval;
- c. To review, prior to issuance or submission:
 - i. annual and interim filings, management information circulars, material change reports, annual information forms, and any other information filed with securities regulators;
 - ii. news releases; and
 - iii. presentations and reports broadly disseminated to analysts, creditors and investors, including information displayed on the Corporation's website;
- d. To assist in an annual evaluation of the effectiveness of the Corporation's disclosure controls and procedures;
- e. To ensure that policies and guidance related to corporate disclosure and financial reporting are developed and issued, and that communication of matters affecting disclosure and financial reporting efficiently flows down, across and up the organization; and
- f. To bring to the attention of the CEO and CFO all relevant information with respect to the Committee's activities, the annual or interim filings, and the evaluation of the effectiveness of the Corporation's disclosure controls and procedures.

III. Conduct of the Committee

Any two members of the Disclosure Committee (provided that one is the CEO or the CFO) and their designates are authorized to make any determination required to be made by the Disclosure Committee if the other members are not available for consultation on a particular issue in a timely manner.

The Committee will determine when corporate developments constitute material information that requires public disclosure. The Committee will meet as often as required. If it is deemed that the information should remain confidential, the Committee will determine how that inside information will be controlled.

It is essential that the Committee be kept fully apprised of all pending material Corporation developments in order to evaluate and discuss those events and to determine the appropriateness and timing for public release of information. As a consequence, the Committee will have access to all books, records, facilities and personnel – including the opportunity to consult with the Corporation's external auditor and the audit committee. The Committee will also have the ability to consult with and obtain the advice of the Corporation's legal counsel and, if necessary, the Corporation's financial advisors in order to fulfill its responsibilities.

The Committee will review and update, if necessary, this disclosure policy on an annual basis or as needed to ensure compliance with changing regulatory requirements.

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