



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

HELIX BIOPHARMA CORP.

Corporate name / Dénomination sociale

447631-0

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2018-06-22

Date of amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

1 Corporate name
Dénomination sociale
HELIX BIOPHARMA CORP.

2 Corporation number
Numéro de la société
447631-0

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation changes the minimum and/or maximum number of directors to:
Les nombres minimal et/ou maximal d'administrateurs sont modifiés pour :
Min. 4 Max. 9

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Frank Michalargias
Frank Michalargias
905-841-2300

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.



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Canada Business Corporations Act

Certificat de modification

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HELIX BIOPHARMA CORP.

Corporate name / Dénomination sociale

447631-0

Corporation number / Numéro de société

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JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Marcie Girouard

Director / Directeur

2013-01-25

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



- | | |
|---|---|
| 1 | Corporate name
Dénomination sociale
HELIX BIOPHARMA CORP. |
| 2 | Corporation number
Numéro de la société
447631-0 |
| 3 | The articles are amended as follows
Les statuts sont modifiés de la façon suivante |

The corporation changes the province or territory in Canada where the registered office is situated to:
La province ou le territoire au Canada où est situé le siège social est modifié pour :
ON

- | | |
|---|---|
| 4 | Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société. |
|---|---|

Original signed by / Original signé par
Andrew J. MacDougall

Andrew J. MacDougall
416-862-6749

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

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Articles of Amendment

(Section 27 or 177 of the *Canada Business Corporations Act (CBCA)*)

Form 4

Instructions

3 Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-biased NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

4 Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our website at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

Important Reminders

Changes of registered office address and/or mailing address:

Complete and file Change of Registered Office Address (Form 3).

Changes of directors or changes of a director's address:

Complete and file Changes Regarding Directors (Form 6).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

Corporations Canada Online Filing Centre:
www.corporationscanada.ic.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:

613-941-0999

1 Corporation name

HELIX BIOPHARMA CORP.

2 Corporation number

4, 4, 7, 6, 3, 1, -, 0

3 The articles are amended as follows:

(Please note that more than one section can be filled out)

A: The corporation changes its name to:

B: The corporation changes the province or territory in Canada where the registered office is situated to:
(Do not indicate the full address)

Ontario

C: The corporation changes the minimum and/or maximum number of directors to:
(For a fixed number of directors, please indicate the same number in both the minimum and maximum options)

minimum:

maximum:

D: Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) **Please specify.**

4 Declaration

I hereby certify that I am a director or an officer of the corporation.

SIGNATURE

Andrew J. MacDougall

(416) 862-4732

PRINT NAME

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

HELIX BIOPHARMA CORP.

447631-0

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

April 30, 2008 / le 30 avril 2008

Date of Amalgamation - Date de fusion



1 -- Name of the Amalgamated Corporation Dénomination sociale de la société issue de la fusion
 HELIX BIOPHARMA CORP.

2 -- The province or territory in Canada where the registered office is to be situated La province ou le territoire au Canada où se situera le siège social
 British Columbia - Colombie Britannique

3 -- The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
 Unlimited Common Shares
 10,000,000 Preferred Shares
 There shall be attached to the Common and Preferred Shares, Special Rights and Restrictions set out in the attached Schedule A.

4 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
 None

5 -- Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs
 Minimum Five (5); Maximum Nine (9)

6 -- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu
 None

7 -- Other provisions, if any Autres dispositions, s'il y a lieu
 The directors may at any time appoint one or more additional directors, who shall hold office for a term not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

- 183
- 184(1)
- 184(2)

9 -- Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre	Tel. No. N° de tél.
Helix BioPharma Corp.	3164616		2008-04-28	Secretary	604-684-3323
Helix Product Development Inc	3810879		2008-04-28	Secretary	604-684-3323
6933912 Canada Ltd.	6933912		2008-04-28	Secretary	604-684-3323
Sensium Technologies Inc.	3481484		2008-04-28	Secretary	604-684-3323
6965954 Canada Ltd.	6965954		2008-04-28	Secretary	604-684-3323

FOR DEPARTMENTAL USE ONLY - A L'USAGE DU MINISTÈRE SEULEMENT

SCHEDULE A

to

ARTICLES OF AMALGAMATION

The shares which the Corporation is authorized to issue are:

1. an unlimited number of common shares (the "Common Shares"), the holders of which are entitled:
 - a. to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - b. subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividends declared and payable by the Corporation on the Common Shares; and
 - c. subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution; and
2. 10,000,000 preferred shares (the "Preferred Shares"), which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - a. the Preferred Shares may at any time and from time to time be issued in one or more series. The directors may from time to time, by resolution passed before the issue of any preferred shares of any particular series, fix the number of preferred shares in, and determine the designation of the preferred shares of, that series and create, define and attach special rights, privileges, restrictions and conditions to the preferred shares of that series, including, but without limiting the generality of the foregoing, the voting rights, if any, attached to the preferred shares of any series, the rate or amount of dividends, whether cumulative, non-cumulative or partially cumulative, the dates, places and currencies of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof, including redemption after a fixed term or at a premium, conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund; PROVIDED HOWEVER THAT no special right, privilege, restriction or condition so created, defined or attached shall contravene the provisions of paragraph 2(b) herein; and
 - b. the Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital, in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common Shares, and any other shares of the Corporation ranking junior to such Preferred Shares as may be fixed in accordance with paragraph 2(a) hereinbefore.



Industry Canada Industrie Canada
 Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 9
 ARTICLES OF AMALGAMATION
 (SECTION 185)

FORMULAIRE 9
 STATUTS DE FUSION
 (ARTICLE 185)

1 -- Name of the Amalgamated Corporation *Dénomination sociale de la société issue de la fusion*
HELIX BIOPHARMA CORP.

2 -- The province or territory in Canada where the registered office is to be situated *La province ou le territoire au Canada où se situera le siège social*
British Columbia - Colombie Britannique

3 -- The classes and any maximum number of shares that the corporation is authorized to issue *Catégories et tout nombre maximal d'actions que la société est autorisée à émettre*
**Unlimited Common Shares
 10,000,000 Preferred Shares
 There shall be attached to the Common and Preferred Shares, Special Rights and Restrictions set out in the attached Schedule A.**

4 -- Restrictions, if any, on share transfers *Restrictions sur le transfert des actions, s'il y a lieu*
None

5 -- Number (or minimum and maximum number) of directors *Nombres (ou nombre minimal et maximal) d'administrateurs*
Minimum Five (5); Maximum Nine (9)

6 -- Restrictions, if any, on business the corporation may carry on *Limites imposées à l'activité commerciale de la société, s'il y a lieu*
None

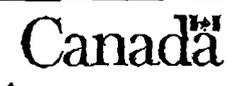
7 -- Other provisions, if any *Autres dispositions, s'il y a lieu*
The directors may at any time appoint one or more additional directors, who shall hold office for a term not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: *La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après*

183
 184(1)
 184(2)

<i>9 -- Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes</i>	<i>Corporation No. N° de la société</i>	<i>Signature</i>	<i>Date</i>	<i>Title Titre</i>	<i>Tel. No. N° de tél.</i>
Helix BioPharma Corp.	3164616	<i>[Signature]</i>	2008-04-28	Secretary	604-684-3323
Helix Product Development Inc	3810879	<i>[Signature]</i>	2008-04-28	Secretary	604-684-3323
6933912 Canada Ltd.	6933912	<i>[Signature]</i>	2008-04-28	Secretary	604-684-3323
Sensium Technologies Inc.	3481484	<i>[Signature]</i>	2008-04-28	Secretary	604-684-3323
6965954 Canada Ltd.	6965954	<i>[Signature]</i>	2008-04-28	Secretary	604-684-3323

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT



SCHEDULE A

to

ARTICLES OF AMALGAMATION

The shares which the Corporation is authorized to issue are:

1. an unlimited number of common shares (the "Common Shares"), the holders of which are entitled:
 - a. to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - b. subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividends declared and payable by the Corporation on the Common Shares; and
 - c. subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution; and
2. 10,000,000 preferred shares (the "Preferred Shares"), which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - a. the Preferred Shares may at any time and from time to time be issued in one or more series. The directors may from time to time, by resolution passed before the issue of any preferred shares of any particular series, fix the number of preferred shares in, and determine the designation of the preferred shares of, that series and create, define and attach special rights, privileges, restrictions and conditions to the preferred shares of that series, including, but without limiting the generality of the foregoing, the voting rights, if any, attached to the preferred shares of any series, the rate or amount of dividends, whether cumulative, non-cumulative or partially cumulative, the dates, places and currencies of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof, including redemption after a fixed term or at a premium, conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund; PROVIDED HOWEVER THAT no special right, privilege, restriction or condition so created, defined or attached shall contravene the provisions of paragraph 2(b) herein; and
 - b. the Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital, in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common Shares, and any other shares of the Corporation ranking junior to such Preferred Shares as may be fixed in accordance with paragraph 2(a) hereinbefore.



1 -- Name of the Amalgamated Corporation Dénomination sociale de la société issue de la fusion
HELIX BIOPHARMA CORP.

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**Unlimited Common Shares
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There shall be attached to the Common and Preferred Shares, Special Rights and Restrictions set out in the attached Schedule A.**

4 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
None

5 -- Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum Five (5); Maximum Nine (9)

6 -- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu
None

7 -- Other provisions, if any Autres dispositions, s'il y a lieu
The directors may at any time appoint one or more additional directors, who shall hold office for a term not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

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- 183
- 184(1)
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 - b. subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividends declared and payable by the Corporation on the Common Shares; and
 - c. subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution; and
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 - a. the Preferred Shares may at any time and from time to time be issued in one or more series. The directors may from time to time, by resolution passed before the issue of any preferred shares of any particular series, fix the number of preferred shares in, and determine the designation of the preferred shares of, that series and create, define and attach special rights, privileges, restrictions and conditions to the preferred shares of that series, including, but without limiting the generality of the foregoing, the voting rights, if any, attached to the preferred shares of any series, the rate or amount of dividends, whether cumulative, non-cumulative or partially cumulative, the dates, places and currencies of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof, including redemption after a fixed term or at a premium, conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund; PROVIDED HOWEVER THAT no special right, privilege, restriction or condition so created, defined or attached shall contravene the provisions of paragraph 2(b) herein; and
 - b. the Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital, in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common Shares, and any other shares of the Corporation ranking junior to such Preferred Shares as may be fixed in accordance with paragraph 2(a) hereinbefore.