

HELIX BIOPHARMA CORP.
(the “Corporation”)

SCIENCE AND BUSINESS DEVELOPMENT COMMITTEE CHARTER

(As approved on December 12, 2016)

The Science and Business Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Helix BioPharma Corp. (the “Corporation”) shall have the composition, responsibilities, powers, duties and authority specified in this Charter.

I. Purpose

The Committee’s purpose is to assist the Board in its oversight of:

- (a) the integrity of the Corporation’s science and business development activities generally, including how the Corporation’s scientific developments and direction may affect the business development opportunities available to it;
- (b) the direction, focus and operation of the Corporation’s research and development activities, including the establishment of new products or drug candidates, enhancing the credibility of the Corporation’s existing products and drug candidates;
- (c) the Corporation’s activities with respect to business development opportunities generally, including in connection with licensing, collaboration, and financing opportunities; and
- (d) prepare such reports as may be required from time to time by the Board for the timely reporting of scientific and product development plans and available collaboration, financing, and licensing or other similar business development opportunities.

II. Composition, Appointment and Procedures.

- (a) The Committee shall consist of at least two members of the Board, at a majority of whom shall be “independent” within the meaning of applicable securities laws, together with the Corporation’s Chief Executive Officer and Chief Scientific Officer.
- (b) The members of the Committee shall be appointed by the Board and shall continue to act until their successors are appointed. Members shall be subject to removal at any time by the Board.
- (c) The Committee shall meet at least twice each year. At such meetings, the Committee shall discuss such matters as the Committee deems appropriate.

- (d) The Committee may: (i) retain and terminate such special legal or other consultants, who shall report directly to the Committee, on such terms and conditions, including fees, as the Committee in its sole discretion shall approve; and (ii) request that any of the Corporation's officers, employees, outside counsel or independent consultants attend any meeting of the Committee or meet with any of the Committee's members or consultants retained by it or by the Corporation.

III. Duties and Responsibilities.

The Committee shall:

- (a) as required and from time to time, assess and make recommendations to the Board with respect to:
 - (i.) the direction, focus and operation of the Corporation's research and development activities, including the establishment of new products or drug candidates and the development of other technology and products ;
 - (ii.) opportunities for the development of academic or industrial collaborations with third parties;
 - (iii.) opportunities for licensing or other technology or product transfer opportunities to or from third parties; and
 - (iv.) opportunities for business development generally, including with respect to financing;
- (b) annually review the Committee's performance and Charter, which shall include evaluating each member's qualifications, attendance, understanding of the Committee's responsibilities and contribution to the functioning of the Committee, and recommend any proposed changes to the Board for approval;
- (c) prepare such reports as are required by the Board (including making such recommendations relating to the relevant matter as the Committee may determine are necessary or advisable);
- (d) report to the Board with respect to the foregoing.

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