

Helix BioPharma Corp.

Security Class: Common Shares

[name]
 [address]
 [city] [prov] [postal code]
 [country]

FORM OF PROXY

Annual General & Special Meeting to be held on Wednesday, March 26, 2025

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.

If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 A.M., Eastern Time, on Monday, March 24, 2025 or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

VOTING METHODS	
MAIL or HAND DELIVERY	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4
FACSIMILE – 24 Hours a Day	604-559-8908
EMAIL	proxy@endeavortrust.com
ONLINE	As listed on Form of Proxy or Voter Information Card

If you vote by FAX, EMAIL or On-Line, DO NOT mail back this proxy.

Voting by mail, fax or by email are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.

Appointment of Proxyholder

I/We, being holder(s) of **Helix BioPharma Corp.** hereby appoint: **JACEK ANTAS**, or, failing this person, **JAMES MURPHY** (the "Management Nominees").

OR Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of **Helix BioPharma Corp.** to be held virtually on **Wednesday, March 26, 2025 at 10:00 A.M.**, Eastern Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. ELECTION OF DIRECTORS

- i) JERZY LESZCZYNSKI
- ii) JACEK ANTAS
- iii) JANUSZ GRABSKI
- iv) MALGORZATA LAUBE

For	Against
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

2. APPOINTMENT OF AUDITOR

To appoint **CLEARHOUSE LLP** as auditor of the Company for the ensuing year and to authorize the directors to fix their remuneration;

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

3. APPROVAL OF ACQUISITIONS

To approve the transactions contemplated by the asset purchase agreements with Laevoroc Immunology AG and Laevoroc Chemotherapy AG dated November 28, 2024 and November 30, 2024, respectively, each as amended on December 5, 2024, in accordance with the policies of the Toronto Stock Exchange, which, in the aggregate, include (i) the issuance of such number of common shares of Helix (the "**Common Shares**") that will "materially affect control" of Helix (as defined by TSX policies), (ii) provide consideration to insiders in aggregate of 10% or greater of the market capitalization of Helix, (iii) the number of Common Shares issuable to insiders in payment of the purchase price for the transactions in excess of 10% of the outstanding Common Shares, on a non-diluted basis, and (iv) the issuance of such number of Common Shares that would exceed 25% of the issued and outstanding Common Shares, all as more particularly described in the Information Circular;

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

4. APPROVAL OF SHARE SUBSCRIPTION FACILITY

To approve the equity draw-down subscription facility that may provide the Company with access to funds of up to \$25,000,000 (the "**Financing**") as contemplated in the term sheet dated October 15, 2024 between the Company and GEM Yield Bahamas Limited ("**GYBL**") and the share subscription agreement (the "**Share Subscription Agreement**") to be entered into among the Company, GYBL, GEM Global Yield LLC SCS ("**GEM**"), and certain holders of unrestricted Common Shares following TSX and Shareholder approval, including approval of the issuance of Common Shares under the Financing in excess of 25% of the current number of outstanding Common Shares in satisfaction of Section 607(g)(i) of the TSX Company Manual, and at a price which could be deemed to be at a price less than the "Market Price" of the Common Shares, less applicable discounts, as permitted by Section 607(e) of the TSX Company Manual, as more particularly described in the Information Circular;

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

5. CONSOLIDATION

To authorize and approve an amendment to the articles of the Company to effect a consolidation of the issued and outstanding Common Shares on the basis of a consolidation ratio selected by the board of directors of the Company (the "**Board**") of up to five (5) pre-consolidation Common Shares for one (1) post-consolidation Common Share, and authorizing the Board to determine the final consolidation ratio in its sole discretion, as more particularly described in the Information Circular;

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

6. NAME CHANGE

To change the name of the Helix BioPharma Corp. to "Aconara Pharma Corp." or such other name as the Board may determine; and

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

7. EQUITY INCENTIVE PLAN

To consider and, if thought advisable, to approve, with or without variation, an ordinary resolution: (a) approving all unallocated options, rights and other entitlements under Helix's Equity Compensation Plan; and (b) confirming and approving such plan; and (c) approving the granting by Helix of options, rights and other entitlements under such plan for a further three years.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s)

I/We authorize you to act in accordance with my/our instructions set out above.
I/We hereby revoke any proxy previously given with respect to the Meeting.

If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Print Name(s) & Signing Capacity(ies), if applicable

Date (MM-DD-YY)
THIS PROXY MUST BE DATED

Financial Statements Request

In accordance with securities regulations, shareholders may elect annually to receive financial statements, or a notice advising how to access financial statements, if they so request. If you wish to receive such mailings, please mark your selection.

Interim Financial Reports – Mark the box to the right if you would like to RECEIVE Interim Financial Statements and accompanying Management’s Discussion & Analysis by mail.

Annual Financial Report – Mark the box to the right if you would like to RECEIVE Annual Financial Statements and accompanying Management’s Discussion and Analysis by mail.

To request the receipt of future documents via email, you may contact Endeavor Trust Corporation at proxy@endeavortrust.com.