

HELIX BIOPHARMA CORP.

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, MARCH 26, 2025

You are receiving this notification because **Helix BioPharma Corp.** (the “**Corporation**”) has opted to use the “notice and access” model for the delivery of its management information circular (the “**Information Circular**”) to the holders (the “**Shareholders**”) of common shares in the capital of the Corporation in respect of its annual general and special meeting of Shareholders to be held on Wednesday, March 26, 2025 (the “**Meeting**”).

Under “notice and access” instead of receiving paper copies of the Information Circular, Shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation’s paper use and it also reduces the Corporation’s printing and mailing costs.

MEETING DATE AND LOCATION

WHEN: Wednesday,
March 26, 2025
10:00 A.M Eastern Time

WHERE: <https://us02web.zoom.us/meeting/register/vSxKRdcDSGq7VrQOqKc09Q>

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **FINANCIAL STATEMENTS:** to receive and consider the consolidated audited financial statements of the Corporation for the year ended July 31, 2024, together with the auditor’s report thereon. See the section entitled “Particulars of Matters to be Acted Upon – Financial Statements” in the Information Circular.
- **APPOINTMENT AND REMUNERATION OF AUDITORS:** to appoint Clearhouse LLP as auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditors” in the Information Circular.
- **ELECTION OF DIRECTORS:** to elect four (4) directors of the Corporation for the ensuing year. See the section entitled “Particulars of Matters to be Acted Upon - Election of Directors” in the Information Circular.
- **APPROVAL OF ACQUISITIONS:** to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying Information Circular, 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. See the section entitled “Particulars of Matters to be Acted Upon – Approval of Acquisitions” in the Information Circular.

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- **EQUITY DRAW-DOWN SUBSCRIPTION FACILITY:** to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying Information Circular, 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. See the section entitled “Particulars of Matters to be Acted Upon – Approval of Equity Draw-Down Subscription Facility of up to \$25m” in the Information Circular.
- **SHARE CONSOLIDATION:** to consider and, if deemed advisable, to pass, with or without variation, a special resolution, authorizing and approving 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. See the section entitled “Particulars of Matters to be Acted Upon – Share Consolidation” in the Information Circular.
- **NAME CHANGE:** to consider and, if thought advisable, to pass, with or without amendment, a special resolution to change the name of the Company to “Aconara Pharma Corp.” or such other name as the Board may determine. See the section entitled “Particulars of Matters to be Acted Upon – Change of Name” in the Information Circular.
- **EQUITY COMPENSATION PLAN:** to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying Information Circular, to approve the Equity Compensation Plan, along with approval of all unallocated options, rights and other entitlements thereunder, and the approval of the grant of options, rights and other entitlements under the plan for a further three years, which plan was originally approved by Shareholders on December 9, 2010 as amended June 29, 2011 and November 18, 2013 and reapproved every three years in accordance with TSX rules on December 18, 2013, January 17, 2017, December 16, 2019, and January 28, 2022. See the section entitled “Particulars of Matters to be Acted Upon – Equity Compensation Plan” in the Information Circular.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.

WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED:

The Information Circular can be viewed online under the Corporations profile at www.sedarplus.ca or on the Corporation’s website at <https://www.eproxy.ca/HelixBioPharma/2025AGSM/>.

The Financial Statement Request Card will be mailed to Shareholders together with the proxy or voting instruction form, as applicable, and this notification to use to vote at the Meeting.

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HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR

Shareholders may request paper copies of the Information Circular and other meeting materials, including the audited consolidated financial statements of the Corporation for the year ended July 31, 2024 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests must be made by email to proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888. Requests may be made up to one year from the date the Information Circular was filed on SEDAR.

For Shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received **no later than Monday, March 17, 2025**. The Information Circular will be sent to such Shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such Shareholders within ten days of their request.

Requests must be made by email to proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888.

VOTING

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on the proxy, which is by 10:00 A.M (Eastern Time) on Monday, March 24, 2025:

ONLINE:	Go to www.eproxy.ca and follow the instructions.
EMAIL:	Send to proxy@endeavortrust.com
FACSIMILE:	Fax to Endeavor Trust Corporation. at 604-559-8908.
MAIL:	Complete the form of proxy or any other proper form of proxy, sign it and mail it to: Endeavor Trust Corporation Suite 702, 777 Hornby Street, Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET:	Go to proxyvote.com and follow the instructions.
MAIL:	Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.