

The Management Proxy Circular and accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult your professional advisors.



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Helix BioPharma Corp. (“**Helix**” or the “**Company**”) will be held virtually via the Zoom on March 26, 2025 at 10:00 a.m. (Eastern Time). The Meeting will be held by virtual format only for the following purposes:

1. to receive the audited consolidated financial statements of Helix for the fiscal year ended July 31, 2024, together with the auditor’s report thereon;
2. to elect directors of Helix to hold office for the ensuing year;
3. to appoint Clearhouse LLP as auditors of Helix for the ensuing year and to authorize the directors to fix their remuneration;
4. 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;
5. 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;
6. 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;
7. 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;
8. 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; and
9. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders who are unable to attend the virtual meeting are requested to complete, date and sign the enclosed form of proxy, and to return it in the envelope provided for that purpose.

NOTICE AND ACCESS

You are receiving this notification as Helix has decided to use the notice and access model (“**Notice and Access**”), provided for under recent amendments to National Instrument 54-101, for the delivery of meeting materials to its shareholders. In respect to Helix’s Annual General and Special Meeting of shareholders to be held on March 26, 2025 (the “**Meeting**”), instead of receiving paper copies of Helix’s Management Information Circular, Audited Annual Consolidated Financial Statements and Management’s Discussion & Analysis for the year ended July 31, 2024, and other meeting materials (the “**Meeting Materials**”). Shareholders are receiving this notice with information on how they may access the Meeting Materials electronically. However, together with this notification, shareholders continue to receive a Proxy or Voting Instruction Form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivering Meeting Materials is more environmentally friendly and will reduce the Company’s printing and mailing costs.

PRE-REGISTRATION REQUIRED TO ATTEND THE MEETING

The Company is conducting the Meeting via Zoom live video conference only. Persons wishing to attend the Meeting will be required to pre-register for the Meeting at the link set forth below. Once you have pre-registered for the Meeting, you will receive an email providing access details for the Meeting. Pre-registration is being required to ensure that only eligible shareholders and proxyholders are permitted to vote, and to ensure the proper counting of those votes. Please see the Circular for additional information on pre-registration and attending the Meeting.

Pre-registration link:

<https://us02web.zoom.us/meeting/register/vSxKRdcDSGq7VrOOqKc09Q>

Registered Shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Circular. Non-registered Shareholders (“**Non-Registered Holders**”) who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to ask questions or vote at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (“**VIF**”) (including a Non-Registered Holder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or VIF.

Websites Where Meeting Materials Are Posted:

Meetings Materials can be viewed online at www.sedarplus.ca and <https://www.eproxy.ca/HelixBioPharma/2025AGSM/>

How to Obtain Paper Copies of the Meeting Materials

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date of the Meeting. Materials are posted on SEDAR+ at www.sedarplus.ca and at <https://www.eproxy.ca/HelixBioPharma/2025AGSM/>. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice and Access, please call 1-888-787-0888 or +1 604-559-8880.

In order to receive the Meeting Materials in advance of the Meeting, requests should be received by 5:00pm on March 17, 2025.

Voting Instructions for Registered Shareholders

Completed proxies for Registered Shareholders must be returned to Endeavor Trust Corporation by:

- (i) mail to Endeavor Trust Corporation at 702 - 777 Hornby Street, Vancouver, BC, V6Z 1S4;
- (ii) email to proxy@endeavortrust.com;
- (iii) facsimile at +1 604-559-8908 or
- (iv) internet voting at www.eproxy.ca

prior to 10:00am (EST) on March 24, 2025, or not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of any adjourned or postponed Meeting (the “**Proxy Deadline**”).

Voting Instruction Forms for Non-Registered Shareholders

Non-Registered Shareholders, who have not waived the right to receive the Proxy-Related Materials will either:

- (i) receive a voting instruction form; or
- (ii) be given a proxy, which has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed.

Non-Registered Shareholders should carefully follow the instructions that accompany the voting instruction form or the proxy, including those indicating when and where the voting instruction form, or the proxy is to be delivered. Voting instructions must be deposited by the Proxy Deadline; however, your voting instruction form may require an earlier date in order to process your votes by the Proxy Deadline. Voting instruction forms permit the completion of the voting instruction form online or by telephone. A Non-Registered Shareholder wishing to attend and vote at the virtual Meeting should follow the corresponding instructions on the voting instruction form or, in the case of a proxy, strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's name and email address in the space provided.

Other Information

Information relating to the items above is set forth in the Circular. Only shareholders of record as of January 31, 2025, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof. Shareholders are encouraged to vote their proxy either: online @ www.eproxy.ca; or by mail-complete, date and sign the enclosed form of proxy, and to return it in the envelope provided, so that as large a representation as possible may be had at the Meeting.

Shareholders as at the record date of January 31, 2025 are entitled to vote at the Meeting by online ballot and any adjournment of the Meeting. Proxies to be used or acted upon at the Meeting must be deposited with Endeavor Trust Corporation by 10:00 a.m. (Eastern Time) on March 24, 2025 (or a day other than a Saturday, Sunday or holiday which is at least 48 hours before the Meeting or any adjournment of the Meeting).

DATED at Toronto, Ontario this 31st day of January, 2025.

By Order of the Board of Directors,

"Jacek Antas"

Jacek Antas
Director, Chief Executive Officer & Chairman