

HELIX BIOPHARMA CORP.
(the “Corporation”)

MAJORITY VOTING POLICY FOR DIRECTORS

(Adopted on October 20, 2014)

Any nominee for director in an uncontested election with respect to whom a majority of the total votes cast by ballot at, or if a ballot vote was not conducted a majority of the votes represented by proxies validly deposited prior to, a meeting of shareholders of the Corporation at which directors of the Corporation are to be elected (the “**Election Meeting**”) are “withheld” from his or her election (a “**Majority Withheld Vote**”), shall, immediately following the Election Meeting, submit his or her resignation to the board of directors of the Corporation (the “**Board**”) for consideration.

Directors other than those who received a Majority Withheld Vote at the same Election Meeting (or if there are less than three such directors, the entire Board) shall consider and, within 90 days following the Election Meeting determine, whether or not to accept the resignation. The resignation of a director who received a Majority Withheld Vote shall be accepted absent exceptional circumstances, and is effective when accepted by the Board. A press release disclosing the directors’ determination (and the reasons for rejecting the resignation, if applicable) shall be issued promptly following such determination, and a copy of such press release shall be provided to the TSX.

– END –