

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/28/2008
CONVEYING PARTY DATA	
Name	Execution Date
6965954 CANADA LTD.	04/28/2008
RECEIVING PARTY DATA	
Name:	HELIX BIOPHARMA CORP.
Street Address:	3-305 Industrial Parkway South
City:	Aurora, Ontario
State/Country:	CANADA
Postal Code:	L4G 6X7
PROPERTY NUMBERS Total: 7	
Property Type	Number
Patent Number:	5853755
Patent Number:	5993851
Patent Number:	5718914
Patent Number:	6165458
Patent Number:	6444200
Patent Number:	5993852
Patent Number:	6656499
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Total Attachments: 3 source=54800Merger#page1.tif source=54800Merger#page2.tif source=54800Merger#page3.tif	



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

HELIX BIOPHARMA CORP.

447631-0

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

April 30, 2008 / le 30 avril 2008

Date of Amalgamation - Date de fusion

Canada



Industry Canada Industrie Canada
Canada Business Corporations Act Loi canadienne sur les sociétés par actions

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

1 - Name of the Amalgamated Corporation Dénomination sociale de la société issue de la fusion
HELIX BIOPHARMA CORP.

2 - The province or territory in Canada where the registered office is to be situated La province ou le territoire au Canada où se situera le siège social
British Columbia - Colombie Britannique

3 - The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
Unlimited Common Shares
10,000,000 Preferred Shares
There shall be attached to the Common and Preferred Shares, Special Rights and Restrictions set out in the attached Schedule A.

4 - Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
None

5 - Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs
Minimum Five (5); Maximum Nine (9)

6 - Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu
None

7 - Other provisions, if any Autres dispositions, s'il y a lieu
The directors may at any time appoint one or more additional directors, who shall hold office for a term not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

- ☐ 183
☒ 184(1)
☐ 184(2)

9 - Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre	Tel. No. N° de tél.
Helix BioPharma Corp.	3164616		2008-04-28	Secretary	604-684-3323
Helix Product Development Inc.	3810879		2008-04-28	Secretary	604-684-3323
6933912 Canada Ltd.	6933912		2008-04-28	Secretary	604-684-3323
Sensium Technologies Inc.	3481484		2008-04-28	Secretary	604-684-3323
6965954 Canada Ltd.	6965954		2008-04-28	Secretary	604-684-3323

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SCHEDULE A

to

ARTICLES OF AMALGAMATION

The shares which the Corporation is authorized to issue are:

1. an unlimited number of common shares (the "Common Shares"), the holders of which are entitled:
 - a. to vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
 - b. subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividends declared and payable by the Corporation on the Common Shares; and
 - c. subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution; and
2. 10,000,000 preferred shares (the "Preferred Shares"), which as a class, have attached thereto the following rights, privileges, restrictions and conditions:
 - a. the Preferred Shares may at any time and from time to time be issued in one or more series. The directors may from time to time, by resolution passed before the issue of any preferred shares of any particular series, fix the number of preferred shares in, and determine the designation of the preferred shares of, that series and create, define and attach special rights, privileges, restrictions and conditions to the preferred shares of that series, including, but without limiting the generality of the foregoing, the voting rights, if any, attached to the preferred shares of any series, the rate or amount of dividends, whether cumulative, non-cumulative or partially cumulative, the dates, places and currencies of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof, including redemption after a fixed term or at a premium, conversion or exchange rights, the terms and conditions of any share purchase plan or sinking fund; PROVIDED HOWEVER THAT no special right, privilege, restriction or condition so created, defined or attached shall contravene the provisions of paragraph 2(b) herein; and
 - b. the Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets or return of capital, in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the preferred shares of every other series and be entitled to preference over the common shares and over any other shares of the Corporation ranking junior to the Preferred Shares. The Preferred Shares of any series may also be given such other preferences, not inconsistent with these Articles, over the Common Shares, and any other shares of the Corporation ranking junior to such Preferred Shares as may be fixed in accordance with paragraph 2(a) hereinbefore.

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