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**ELECTRONIC FILING VIA SEDAR**

ALBERTA SECURITIES COMMISSION  
BRITISH COLUMBIA SECURITIES COMMISSION  
**COMMISSION DES VALEURS MOBILIÈRES DU QUÉBEC**  
ONTARIO SECURITIES COMMISSION

Dear Sirs/Mesdames:

**Re: Bioxel Pharma Inc.**

We refer to the prospectus dated February 27, 2003 of Bioxel Pharma Inc. (the "Prospectus") relating to the public offering of Common Shares of Bioxel Pharma Inc. (the "Issuer").

As counsel of the Issuer, we hereby consent to the use of our firm's name on the face of the Prospectus and under the heading "Legal Matters" and reference to our name and opinion under the heading "Eligibility for Investment" in the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed to render such opinion.

This letter is solely for the information of the securities commission and is not to be referred to in whole or in part in the Prospectus or any other similar document and should not be relied on by any other person.

Yours truly,

**(S) FASKEN MARTINEAU DuMOULIN LLP**