MATERIAL CHANGE REPORT

National Instrument 51-102 Continuous Disclosure Obligations
Form 51-102F3

1. NAME AND ADRESS OF COMPANY:

BIOXEL PHARMA INC.
3075 des Quatre-Bourgeois Road
Suite 440
Ste-Foy, Québec G1W 4Y5

2. DATE OF MATERIAL CHANGE:

February 16, 2006.

3. NEWS RELEASE:

A news release was issued concerning this material change on February 16, 2006.

4. SUMMARY OF MATERIAL CHANGE:

Bioxel has completed a private placement of 13,817,366 common shares at a price of $0.34 per share, for gross proceeds of approximately $4,7M. The purchasers include Fonds de solidarité des travailleurs du Québec (F.T.Q.), an insider of the Corporation, which has purchased 4,044,118 common shares totalling a placement of $1,375,000.

Moreover, Bioxel has proceeded to the repricing of the exercise price of 7,980,271 warrants to $0.34 per common share. The warrants were issued as part of the private placement by Bioxel on September 16, 2004 of 8,041,246 Units, each comprised of one common share and one warrant. The warrants so repriced will expire on the earlier of (i) September 16, 2006 and (ii) the 30th day of a period commencing seven (7) calendar days after the 10th consecutive trading day for which the closing price of the common shares of Bioxel exceeds $0.453 on the TSX Venture Exchange.

5. FULL DESCRIPTION OF MATERIAL CHANGE:

See attached press release.

6. RELIANCE OF SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102:

Not applicable.

7. OMITED INFORMATION:

Not applicable.

8. SENIOR OFFICER:

For further information, contact Pascal Delmas, President and Chief Executive Officer, at (418) 654-9666.

DATED this 16th day of February, 2006.

BIOXEL PHARMA INC.

By : *(S) Pascal Delmas*
Pascal Delmas
President and Chief Executive Officer

NEWS RELEASE

BIOXEL PHARMA COMPLETES A PRIVATE PLACEMENT OF $4,7M

Ste-Foy, Québec – February 16, 2006 – Bioxel Pharma Inc. (TSX Venture: BIP) a leading manufacturer of taxane active pharmaceutical ingredients (APIs) and developer of targeted oncology drugs, announced today that it has completed a private placement of 13,817,366 common shares at a price of $0.34 per share, for gross proceeds of approximately $4,7M.

"Bioxel has made significant progress over the last 12 months which allowed the company to attract a strong group of institutional and private investors" stated Pascal Delmas, President and Chief Executive Officer of the Corporation. "We thank Fonds de solidarité des travailleurs du Québec (F.T.Q.) for leading this financing round and our original financial partners for their continued commitment. The proceeds of the private placement will allow Bioxel to expand its commercial presence worldwide, grow the sales of paclitaxel and accelerate the development of its new semi-synthetic taxanes, including docetaxel which represents a tremendous business opportunity."

The Corporation has retained the services of a registered dealer to act as agent. This dealer will be entitled to a compensation of $83,531, representing 4% of the amount raised from purchasers identified by it. Furthermore, the Corporation has agreed to pay a fee of $5,005 and issue non-transferable compensation options to purchase 12,833 common shares at a price of $0,39 per share for a period of two years of the closing to another dealer in relation with the private placement.

As stated above, the purchasers include Fonds de solidarité des travailleurs du Québec (F.T.Q.), an insider of the Corporation, which has purchased 4,044,118 common shares totalling a placement of $1,375,000. Fonds de solidarité des travailleurs du Québec (F.T.Q.) is the existing shareholder with whom the Corporation has entered into a letter agreement disclosed in its press release of December 23, 2005 providing for a private placement by such shareholder of $1,250,000 in common shares at a price of $0.34 per share subject to the completion of a total private placement of at least $4,000,000 of common shares and other customary conditions, including satisfactory due diligence and applicable regulatory approvals. Pursuant to such letter of agreement, the Corporation has issued to Fonds de solidarité des travailleurs du Québec (F.T.Q.) warrants to purchase 250,000 common shares at an exercise price of $0.34, for a period of two years, in payment for customary working fees.

As a result, the issuance of securities to such insider may be considered a related party transaction within the meaning of Regulation Q-27 and Rule 61-501. However, this transaction is exempt from the valuation and minority approval requirements provided under such regulation and rule since the fair market value of the private placement to such insider is less than 25 percent of the market capitalization of the Corporation. The board of directors of the Corporation has approved the private placement, including the portion to Fonds de solidarité des travailleurs du Québec (F.T.Q.). A material change report could not be filed earlier as the completion of the private placement was contingent upon satisfaction of closing pre-conditions.

Following completion of the private placement, Fonds de solidarité des travailleurs du Québec (F.T.Q.) now holds an aggregate of 10,630,645 common shares of the Corporation, representing 14.90% of the outstanding common shares (13.78% on a fully diluted basis assuming the exercise of all securities convertible into common shares outstanding and 16.33% assuming the exercise of the securities convertible into common shares by the Fonds de solidarité des travailleurs du Québec (F.T.Q.) only).

The common shares and the warrants as well as the common shares underlying the warrants and the compensation options are subject to a four-month hold period under applicable securities laws.

Moreover, the Corporation announced today that it has proceeded to the repricing of the exercise price of 7,980,271 warrants to $0.34 per common share. The warrants were issued as part of the private placement by the Corporation on September 16, 2004 of 8,041,246 Units, each comprised of one common share and one warrant. The warrants so repriced will expire on the earlier of (i) September 16, 2006 and (ii) the 30th day of a period commencing seven (7) calendar days after the 10th consecutive trading day for which the closing price of the common shares of the Corporation exceeds $0.453 on the TSX Venture Exchange.

Bioxel Pharma Inc. is an emerging leader in biopharmaceuticals, focused on developing, manufacturing and marketing taxane pharmaceutical ingredients. Taxanes are used in drug products for the treatment of cancer and other diseases, including psoriasis, rheumatoid arthritis, Alzheimer's disease and cardiovascular disease. The Corporation sells cGMP paclitaxel and develops a portfolio of other generic taxane APIs and taxane-based proprietary products for improved cancer therapy.

This announcement includes forward-looking statements that involve a number of risks and uncertainties, the outcome of which could materially and/or adversely affect future results. These include risks and uncertainties that could affect Bioxel's products under development such as regulatory factors, technological developments and competitive factors. Achievement of the objectives set forth in this release is subject to these risks and uncertainties. The Corporation's results, or the measures it adopts, could differ materially from those indicated or underlying these statements, or could have an impact on the realization of financial projections.

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FOR FURTHER INFORMATION PLEASE CONTACT:

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