MATERIAL CHANGE REPORT

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

1. NAME AND ADRESS OF COMPANY:

BIOXEL PHARMA INC.
2050, Boulevard René-Lévesque West
Suite 104
Québec, Québec G1V 2K8

2. DATE OF MATERIAL CHANGE:

December 12, 2008.

3. NEWS RELEASE:

A news release was issued concerning this material change on December 12, 2008.

4. SUMMARY OF MATERIAL CHANGE:

Bioxel Pharma Inc. ("Bioxel" or the "Corporation") made an update on its cash liquidity position.

Bioxel announces that it has filed a petition seeking protection under the Companies Creditors Arrangement Act and has negotiated with Investissement Québec a debtor-in-possession (DIP) credit for up to $450,000 to provide additional immediate liquidity while the Corporation works to reorganize its business. This new financing will enable the Corporation to pay employees, suppliers and other business partners for goods and services received after the filing.

The Corporation intends to review all available alternatives, including finding a strategic partner to enhance the value of its intellectual property and other assets, completing a business combination with a strategic partner and selling the business.

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 Olivier Meyer, President and Chief Executive Officer, at (418) 654-9666.

DATED this 12th day of December 2008.

BIOXEL PHARMA INC.

By : *(S) Olivier Meyer*

Olivier Meyer

President and Chief Executive Officer

NEWS RELEASE

NOT FOR DISTRIBUTION INTO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

UPDATE ON THE BUSINESS AS A GOING CONCERN

Québec, Québec – December 12, 2008 **–** Bioxel Pharma Inc. ("Bioxel" or the "Corporation") (TSX Venture: BIP) a corporation specialized in the manufacturing of taxane active pharmaceutical ingredients (APIs) and the development of targeted oncology drugs, wishes to make an update on its cash liquidity position.

Bioxel announces that it has filed a petition seeking protection under the Companies Creditors Arrangement Act and has negotiated with Investissement Québec a debtor-in-possession (DIP) credit for up to $450,000 to provide additional immediate liquidity while the Corporation works to reorganize its business. This new financing will enable the Corporation to pay employees, suppliers and other business partners for goods and services received after the filing.

"We regret having to take this measure and we will work closely with our suppliers, employees and creditors in order to surmount this difficult period while waiting for orders and a recapitalization that will enable the Corporation to recover a liquidity position assuring the continuance of its business." as indicated Olivier Meyer, President and Chief Executive Officer of Bioxel.

The Corporation intends to review all available alternatives, including finding a strategic partner to enhance the value of its intellectual property and other assets, completing a business combination with a strategic partner and selling the business.

FORWARD-LOOKING STATEMENTS
Some of the statements made herein may constitute forward-looking statements. These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause Bioxel's actual results, performance or achievements to be materially different from those expected or implied by any of Bioxel's statements. Actual events or results may differ materially. Bioxel disclaims any intention, and assumes no obligation, to update these forward looking statements.

ABOUT BIOXEL PHARMA
Bioxel 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. Bioxel sells cGMP paclitaxel and develops a portfolio of other generic taxane APIs and taxane-based proprietary products for improved cancer therapy.

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FOR FURTHER INFORMATION PLEASE CONTACT:

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