

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

1
Name of Company

TranXenoGen Inc.

2
Name of Director

Cary E. Garner

3
Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest

As 2 Above

4
Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

N/A

5
Please state whether notification relates to a person(s) connected with the Director named in 2 above and identify the connected person(s)

As 2 Above

6
Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

Grant of Options under the 1998 Equity Incentive Plan

If a director has been granted options by the company please complete the following boxes

17
Date of grant

12 November 2002

18
Period during which or date on which exercisable

12 November 2003 through 12 November 2013

19

Total amount paid (if any) for grant of the option

Nil

20

Description of shares or debentures involved: class, number

Ordinary shares of TranXenoGen Inc.

21

Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

US\$0.20 per share

22

Total number of shares or debentures over which options held following this notification

25,000 shares

23

Any additional information

24

Name of contact and telephone number for queries

George Uveges, President and CEO

508-936-4214

25

Name and signature of authorised company official responsible for making this notification

Patricia O. Muzzy

26

Date of Notification

13 November 2002

END