

# BACTECH ENVIRONMENTAL CORPORATION

50 Richmond Street East, Suite 300  
Toronto, Ontario M5C 1N7

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "Meeting") of the shareholders of BacTech Environmental Corporation ("BacTech" or the "Corporation") will be held at 11:00 a.m. (EDT), on Tuesday, June 26, 2012, at the offices of Borden Ladner Gervais LLP, Scotia Plaza, 40 King Street West, Suite 4400, Toronto, Ontario M5H 3Y4, for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2011, together with the report of the auditors thereon;
2. to elect directors of the Corporation;
3. to appoint the auditors of the Corporation and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider and, if thought fit, ratify and approve the Corporation's existing Stock Option Plan, as more particularly described in the management information circular of the Corporation dated May 25, 2012 (the "Circular") which accompanies this notice;
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular. This notice is also accompanied by the form of proxy.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at the Meeting or any adjournments or postponements thereof, is May 16, 2012 (the "Record Date"). Shareholders of the Corporation are invited to attend the Meeting. Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date, will be entitled to receive notice of and to vote at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the form of proxy accompanying this notice for use at the Meeting or any adjournments or postponements thereof, so that as large a representation as possible may be had at the Meeting.

To be effective, the enclosed form of proxy must be mailed so as to be deposited with Computershare Investor Services Inc., Attn: Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, Canada, M5J 2Y1, or faxed to 416-263-9524 or 1-866-249-7775, no later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time of the Meeting or any adjournments or postponements thereof.

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If you are a non-registered BacTech Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Corporation not being voted at the Meeting.

**DATED at Toronto, Ontario this 25<sup>th</sup> day of May, 2012.**

**BY ORDER OF THE BOARD OF DIRECTORS**

**Signed: “*M. Ross Orr*”**

**M. Ross Orr  
President and Chief Executive Officer**