FORM 51-102F3

MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

1. **Name and Address of Company**

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

2. **Date of Material Change**

September 1, 2011

3. **News Release**

A news release with respect to the material change referred to in this report was issued on September 1 and subsequently filed on SEDAR.

4. **Summary of Material Change**

BacTech Environmental Corporation ("BacTech" or the "Company", CNSX: BAC) announces that it has recently completed assay work on a series of concentrates that were provided by Metal Extraction Technology ("MTech") of Ione, California. MTech was established in 2010 to process ore from active mines in the Mother Lode district in California as well as material generated from historic tailings and mine waste left over from the mining boom beginning in 1849.

5. **Full Description of Material Change**

BacTech Environmental Corporation ("BacTech" or the "Company", CNSX: BAC) announces that it has recently completed assay work on a series of concentrates that were provided by Metal Extraction Technology ("MTech") of Ione, California. MTech was established in 2010 to process ore from active mines in the Mother Lode district in California as well as material generated from historic tailings and mine waste left over from the mining boom beginning in 1849.

The MTech plant is situated at the Indian Hills processing facility in the historic Mother Lode area of northern California. The 62 acre site includes a rail spur, a state highway and high voltage power and is surrounded by impervious clay pits that would be ideally suited for tailings disposal. MTech uses an air separation technology to concentrate valuable metals from waste rock including arsenopyrite. BacTech and MTech are investigating the possibility of building a bioleach plant at the Ione site to not only treat material generated by MTech but also additional arsenopyrite tailings and waste rock that exist all over California.

The samples were analyzed "as is" at Inspectorate Exploration and Mining Services in Vancouver, B.C. Eight samples were submitted for fire assay testing and the results generated include several very high gold counts. MTech crushed the ore material to a minus 12 mesh particle size and then concentrated through an air separation process before bagging. The following table illustrates the concentrate grades achieved for both gold and silver.

Sample	***Mesh***	***Au g/t***	***Au oz/t***	***Ag g/t***
1	12	4.83	0.155	19.1

2	25	124.85	4.02	5.32
3	50	38.32	1.24	11.3
4	100	20.64	0.66	5.8
5	12	254.87	8.22	44.5
6	25	216.69	6.99	39.6
7	50	138.25	4.46	22.2
8	100	19.94	0.64	9.2

The high-grade concentrates were from actual ore (#5, 6, 7 and 8) taken from the Seaton deposit at surface by way of a bulk sample. The lower valuations came from reprocessing of waste rock from Original Amador Mine in Amador City. The reader is cautioned that BacTech was not involved in the sample collection.

Both BacTech and MEC are committed to negotiating an agreement that would potentially see BacTech establish a bioleach plant next to MEC's plant in Ione.

"Given the history of arsenopyrite gold production some 150 years ago and the fact MTech has a very attractive tailings site we see a great fit for BacTech's technology. Having toured the area we are comfortable that there are many potential gold-bearing waste rock sites in Amador and the surrounding counties." Said Ross Orr, President and CEO of BacTech.

"Our site is ideally located to bring in the arsenic laden waste ore from many of the old mine sites as well as newly mined ore from mines that lack processing capabilities. Locating a BacTech plant at our facility in the heart of the Mother Lode is a good fit with our plan to become the regional processing facility for this area. It gives us the ability to mitigate the arsenic problem from those sites while recovering the remaining precious metals." Said Lance Jaggers, President, Metal Extraction Technology.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information, contact Ross Orr, President and Chief Executive Officer of BacTech Environmental Corporation at (416) 813-0303.

9. Date of Report

November 18, 2011