

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**

October 12, 2011

3. **News Release**

A news release with respect to the material change referred to in this report was issued on October 12 and subsequently filed on SEDAR.

4. **Summary of Material Change**

Toronto, Canada, December 12, 2011 - BacTech Environmental Corporation ("BacTech" or the "Company", CNSX: BAC, WKN: A1H4TY) announces that it intends to raise up to \$1,000,000 by way of a private placement of common share units.

BacTech will issue up to 5,000,000 units at \$0.20 per unit. Each unit will consist of one common share and one-half of a Series D common share purchase warrant. Each whole Series D warrant will entitle the holder to purchase one common share at a price of \$0.30 for a period of one year from the date of issue. The common shares and warrants will be subject to a four-month hold period.

5. **Full Description of Material Change**

Toronto, Canada, December 12, 2011 - BacTech Environmental Corporation ("BacTech" or the "Company", CNSX: BAC, WKN: A1H4TY) announces that it intends to raise up to \$1,000,000 by way of a private placement of common share units.

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In connection with the private placement, finder's fees of 8% cash and 8% finder's warrants may be paid to arm's length parties who introduce subscribers for the units. Each finder's warrant will be exercisable for one common share at \$0.20 for a period of one year from closing.

The proceeds of the private placement will be used for working capital, bioleach test work, evaluation of future projects and expenses related to the Snow Lake project in Manitoba.

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**

Dec 12, 2011